

LendingTree, Inc.  
Form 10-Q  
November 02, 2018  
Table of Contents

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the Quarterly Period Ended September 30, 2018

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 001-34063

LendingTree, Inc.  
(Exact name of Registrant as specified in its charter)  
Delaware 26-2414818  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)  
11115 Rushmore Drive, Charlotte, North Carolina 28277  
(Address of principal executive offices)  
(704) 541-5351  
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No   
Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.  
Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)  
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Edgar Filing: LendingTree, Inc. - Form 10-Q

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of October 26, 2018, there were 12,827,755 shares of the Registrant's common stock, par value \$.01 per share, outstanding, excluding treasury shares.

---

TABLE OF CONTENTS

	Page Number
<u>PART I—FINANCIAL INFORMATION</u>	
<u>Item 1. Financial Statements</u>	<u>3</u>
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>33</u>
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>44</u>
<u>Item 4. Controls and Procedures</u>	<u>45</u>
<u>PART II—OTHER INFORMATION</u>	
<u>Item 1. Legal Proceedings</u>	<u>46</u>
<u>Item 1A. Risk Factors</u>	<u>46</u>
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>46</u>
<u>Item 5. Other Information</u>	<u>47</u>
<u>Item 6. Exhibits</u>	<u>48</u>

Table of Contents

## PART I—FINANCIAL INFORMATION

## Item 1. Financial Statements

## LENDINGTREE, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
	(in thousands, except per share amounts)			
Revenue	\$ 197,057	\$ 171,494	\$ 562,193	\$ 456,782
Costs and expenses:				
Cost of revenue (exclusive of depreciation and amortization shown separately below)	10,838	4,388	22,577	12,143
Selling and marketing expense	124,400	118,538	374,390	320,930
General and administrative expense	22,980	17,920	70,553	41,561
Product development	6,608	4,805	18,835	12,492
Depreciation	1,895	1,798	5,199	5,309
Amortization of intangibles	5,701	3,817	13,628	9,034
Change in fair value of contingent consideration	2,105	2,501	1,197	20,640
Severance	2,328	—	2,331	404
Litigation settlements and contingencies	(88)	)272	(280)	) 961
Total costs and expenses	176,767	154,039	508,430	423,474
Operating income	20,290	17,455	53,763	33,308
Other expense, net:				
Interest expense, net	(2,393)	)(2,804)	)(8,305)	)(4,048)
Other expense	(69)	)(228)	)(106)	)(215)
Income before income taxes	17,828	14,423	45,352	29,045
Income tax benefit (expense)	10,534	(4,292)	)63,716	(3,109)
Net income from continuing operations	28,362	10,131	109,068	25,936
Loss from discontinued operations, net of tax	(2,634)	)(1,011)	)(9,269)	)(2,632)
Net income and comprehensive income	\$ 25,728	\$ 9,120	\$ 99,799	\$ 23,304
Weighted average shares outstanding:				
Basic	12,799	11,999	12,437	11,931
Diluted	13,850	13,774	14,299	13,625
Income per share from continuing operations:				
Basic	\$ 2.22	\$ 0.84	\$ 8.77	\$ 2.17
Diluted	\$ 2.05	\$ 0.74	\$ 7.63	\$ 1.90
Loss per share from discontinued operations:				
Basic	\$(0.21)	)(0.08)	)(0.75)	)(0.22)
Diluted	\$(0.19)	)(0.07)	)(0.65)	)(0.19)
Net income per share:				
Basic	\$ 2.01	\$ 0.76	\$ 8.02	\$ 1.95
Diluted	\$ 1.86	\$ 0.66	\$ 6.98	\$ 1.71

The accompanying notes to consolidated financial statements are an integral part of these statements.



Table of Contents

LENDINGTREE, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(Unaudited)

	September 30, 2018	December 31, 2017
	(in thousands, except par value and share amounts)	
<b>ASSETS:</b>		
Cash and cash equivalents	\$265,194	\$ 368,550
Restricted cash and cash equivalents	47	4,091
Accounts receivable (net of allowance of \$1,518 and \$675, respectively)	79,444	53,444
Prepaid and other current assets	16,411	11,881
Current assets of discontinued operations	175	75
Total current assets	361,271	438,041
Property and equipment (net of accumulated depreciation of \$13,609 and \$13,043, respectively)	40,448	36,431
Goodwill	166,330	113,368
Intangible assets, net	95,970	81,125
Deferred income tax assets	75,484	20,156
Other non-current assets	1,708	1,910
Non-current assets of discontinued operations	2,428	2,428
Total assets	\$743,639	\$ 693,459
<b>LIABILITIES:</b>		
Accounts payable, trade	\$13,355	\$ 9,250
Accrued expenses and other current liabilities	68,711	77,183
Current contingent consideration	7,327	46,576
Current liabilities of discontinued operations (Note 15)	18,988	14,507
Total current liabilities	108,381	147,516
Long-term debt	247,696	238,199
Non-current contingent consideration	9,019	11,273
Other non-current liabilities	2,077	1,597
Total liabilities	367,173	398,585
Commitments and contingencies (Note 12)		
<b>SHAREHOLDERS' EQUITY:</b>		
Preferred stock \$.01 par value; 5,000,000 shares authorized; none issued or outstanding	—	—
Common stock \$.01 par value; 50,000,000 shares authorized; 15,390,409 and 14,218,572 shares issued, respectively, and 12,945,961 and 11,979,434 shares outstanding, respectively	154	142
Additional paid-in capital	1,125,185	1,087,582
Accumulated deficit	(607,182 )	(708,354 )
Treasury stock; 2,444,448 and 2,239,138 shares, respectively	(142,268 )	(85,085 )
Noncontrolling interest	577	589
Total shareholders' equity	376,466	294,874
Total liabilities and shareholders' equity	\$743,639	\$ 693,459

The accompanying notes to consolidated financial statements are an integral part of these statements.



Table of Contents

LENDINGTREE, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY  
(Unaudited)

	Total	Common Stock			Accumulated Deficit	Treasury Stock		Noncontrolling Interest
		Number of Shares	Amount	Additional Paid-in Capital		Number of Shares	Amount	
	(in thousands)							
Balance as of December 31, 2017	\$294,874	14,218	\$ 142	\$1,087,582	\$(708,354 )	2,239	\$(85,085 )	\$ 589
Net income and comprehensive income	99,799	—	—	—	99,799	—	—	—
Non-cash compensation	34,384	—	—	34,384	—	—	—	—
Purchase of treasury stock	(57,183 )	—	—	—	—	205	(57,183 )	—
Issuance of common stock for stock options, restricted stock awards and restricted stock units, net of withholding taxes	3,236	1,172	12	3,224	—	—	—	—
Cumulative effect adjustment due to ASU 2014-09	1,373	—	—	—	1,373	—	—	—
Issuance of 0.625% Convertible Senior Notes, net	(5 )	—	—	(5 )	—	—	—	—
Noncontrolling interest	(12 )	—	—	—	—	—	—	(12 )
Balance as of September 30, 2018	\$376,466	15,390	\$ 154	\$1,125,185	\$(607,182 )	2,444	\$(142,268 )	\$ 577

The accompanying notes to consolidated financial statements are an integral part of these statements.



Table of Contents

LENDINGTREE, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

	Nine Months Ended September 30,	
	2018	2017
	(in thousands)	
Cash flows from operating activities attributable to continuing operations:		
Net income and comprehensive income	\$99,799	\$23,304
Less: Loss from discontinued operations, net of tax	9,269	2,632
Income from continuing operations	109,068	25,936
Adjustments to reconcile income from continuing operations to net cash provided by operating activities attributable to continuing operations:		
Loss on impairments and disposal of assets	1,986	673
Amortization of intangibles	13,628	9,034
Depreciation	5,199	5,309
Rental amortization of intangibles and depreciation	554	1,011
Non-cash compensation expense	34,384	13,068
Deferred income taxes	(64,435 )	(5,571 )
Change in fair value of contingent consideration	1,197	20,640
Bad debt expense	922	401
Amortization of debt issuance costs	1,308	622
Amortization of convertible debt discount	8,497	3,635
Changes in current assets and liabilities:		
Accounts receivable	(23,387 )	(22,271 )
Prepaid and other current assets	(2,970 )	(5,070 )
Accounts payable, accrued expenses and other current liabilities	(7,910 )	19,361
Current contingent consideration	(21,900 )	—
Income taxes receivable	4,223	(1,399 )
Other, net	(137 )	(296 )
Net cash provided by operating activities attributable to continuing operations	60,227	65,083
Cash flows from investing activities attributable to continuing operations:		
Capital expenditures	(10,640 )	(5,925 )
Acquisition of Student Loan Hero, net of cash acquired	(57,448 )	—
Acquisition of Ovation, net of cash acquired	(11,683 )	—
Acquisition of SnapCap	(10 )	(11,886 )
Acquisition of DepositAccounts	—	(25,000 )
Acquisition of MagnifyMoney, net of cash acquired	—	(29,511 )
Other investing activities	(12 )	—
Net cash used in investing activities attributable to continuing operations	(79,793 )	(72,322 )
Cash flows from financing activities attributable to continuing operations:		
Proceeds from exercise of stock options, net of payments related to net-share settlement of stock-based compensation	3,236	1,065
Contingent consideration payments	(26,600 )	—
Proceeds from the issuance of 0.625% Convertible Senior Notes	—	300,000
Payment of convertible note hedge transactions	—	(61,500 )
Proceeds from the sale of warrants	—	43,410
Payment of debt issuance costs	(100 )	(9,264 )
Purchase of treasury stock	(57,018 )	(10,001 )

Edgar Filing: LendingTree, Inc. - Form 10-Q

Net cash (used in) provided by financing activities attributable to continuing operations	(80,482 )	263,710
Total cash (used in) provided by continuing operations	(100,048 )	256,471
Discontinued operations:		
Net cash used in operating activities attributable to discontinued operations	(7,352 )	(2,365 )
Total cash used in discontinued operations	(7,352 )	(2,365 )
Net (decrease) increase in cash, cash equivalents, restricted cash and restricted cash equivalents	(107,400 )	254,106
Cash, cash equivalents, restricted cash and restricted cash equivalents at beginning of period	372,641	95,220
Cash, cash equivalents, restricted cash and restricted cash equivalents at end of period	\$265,241	\$349,326

The accompanying notes to consolidated financial statements are an integral part of these statements.

Table of Contents

LENDINGTREE, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

NOTE 1—ORGANIZATION

Company Overview

LendingTree, Inc. ("LendingTree" or the "Company"), is the parent of LendingTree, LLC and several companies owned by LendingTree, LLC.

LendingTree operates what it believes to be the leading online loan marketplace for consumers seeking loans and other credit-based offerings. The Company offers consumers tools and resources, including free credit scores, that facilitate comparison-shopping for mortgage loans, home equity loans and lines of credit, reverse mortgage loans, auto loans, credit cards, deposit accounts, personal loans, student loans, small business loans and other related offerings. The Company primarily seeks to match in-market consumers with multiple lenders on its marketplace who can provide them with competing quotes for the loans, deposits or credit-based offerings they are seeking. The Company also serves as a valued partner to lenders seeking an efficient, scalable and flexible source of customer acquisition with directly measurable benefits, by matching the consumer loan inquiries it generates with these lenders. The consolidated financial statements include the accounts of LendingTree and all its wholly-owned entities. Intercompany transactions and accounts have been eliminated.

Discontinued Operations

The LendingTree Loans business is presented as discontinued operations in the accompanying consolidated balance sheets, consolidated statements of operations and comprehensive income and consolidated cash flows for all periods presented. The notes accompanying these consolidated financial statements reflect the Company's continuing operations and, unless otherwise noted, exclude information related to the discontinued operations. See Note 15 —Discontinued Operations for additional information.

Basis of Presentation

The accompanying unaudited interim consolidated financial statements as of September 30, 2018 and for the three and nine months ended September 30, 2018 and 2017, respectively, have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). In the opinion of management, the unaudited interim consolidated financial statements have been prepared on the same basis as the audited financial statements, and include all adjustments, consisting only of normal recurring adjustments, necessary for the fair statement of the Company's financial position for the periods presented. The results for the three and nine months ended September 30, 2018 are not necessarily indicative of the results to be expected for the year ending December 31, 2018, or any other period. The accompanying consolidated balance sheet as of December 31, 2017 was derived from audited financial statements included in the Company's annual report on Form 10-K for the year ended December 31, 2017 (the "2017 Annual Report"). The accompanying consolidated financial statements do not include all of the information and footnotes required by GAAP for annual financial statements. Accordingly, they should be read in conjunction with the audited financial statements and notes thereto included in the 2017 Annual Report. Certain prior year amounts have been reclassified to conform to current year presentation. See the discussion in Note 2—Significant Accounting Policies for the impact of adopting Accounting Standards Update ("ASU") 2016-18 on the presentation of changes in restricted cash in the statement of cash flows.

NOTE 2—SIGNIFICANT ACCOUNTING POLICIES

Accounting Estimates

Management is required to make certain estimates and assumptions during the preparation of the consolidated financial statements in accordance with GAAP. These estimates and assumptions impact the reported amount of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the consolidated financial statements.

They also impact the reported amount of net earnings during any period. Actual results could differ from those estimates.

Significant estimates underlying the accompanying consolidated financial statements, including discontinued operations, include: loan loss obligations; the recoverability of long-lived assets, goodwill and intangible assets; the determination of income taxes payable and deferred income taxes, including related valuation allowances; fair value of assets acquired in a business

7

---

Table of Contents

LENDINGTREE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

combination; contingent consideration related to business combinations; litigation accruals; contract assets; various other allowances, reserves and accruals; and assumptions related to the determination of stock-based compensation.

**Certain Risks and Concentrations**

LendingTree's business is subject to certain risks and concentrations including dependence on third-party technology providers, exposure to risks associated with online commerce security and credit card fraud.

Financial instruments, which potentially subject the Company to concentration of credit risk at September 30, 2018, consist primarily of cash and cash equivalents and accounts receivable, as disclosed in the consolidated balance sheet. Cash and cash equivalents are in excess of Federal Deposit Insurance Corporation insurance limits, but are maintained with quality financial institutions of high credit. The Company generally requires certain network lenders to maintain security deposits with the Company, which in the event of non-payment, would be applied against any accounts receivable outstanding.

Due to the nature of the mortgage lending industry, interest rate fluctuations may negatively impact future revenue from the Company's lender marketplace.

Lenders participating on the Company's marketplace can offer their products directly to consumers through brokers, mass marketing campaigns or through other traditional methods of credit distribution. These lenders can also offer their products online, either directly to prospective borrowers, through one or more online competitors, or both. If a significant number of potential consumers are able to obtain loans from participating lenders without utilizing the Company's services, its ability to generate revenue may be limited. Because the Company does not have exclusive relationships with the lenders whose loan offerings are offered on its online marketplace, consumers may obtain offers and loans from these lenders without using its services.

The Company maintains operations solely in the United States.

**Litigation Settlements and Contingencies**

Litigation settlements and contingencies consists of expenses related to actual or anticipated litigation settlements, in addition to legal fees incurred in connection with various patent litigation claims the Company pursues against others.

**Recent Accounting Pronouncements**

In August 2018, the Financial Accounting Standards Board ("FASB") issued ASU 2018-15 which aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal-use software license). This ASU is effective for annual and interim reporting periods beginning after December 15, 2019. Early adoption is permitted, including adoption in any interim period. The amendments should be applied either retrospectively or prospectively to all implementation costs incurred after the date of adoption. The Company is evaluating the impact this ASU will have on its consolidated financial statements and whether to early adopt.

In August 2018, the FASB issued ASU 2018-13 which removes, modifies and adds certain disclosure requirements in Accounting Standards Codification ("ASC") Topic 820, Fair Value Measurement. This ASU is effective for annual and interim reporting periods beginning after December 15, 2019, with early adoption permitted. Entities are permitted to adopt any removed or modified disclosures and delay adoption of the additional disclosures until the effective date of the ASU. Certain amendments must be applied prospectively while others are to be applied on a retrospective basis to all periods presented. The Company is evaluating the impact this ASU will have on its consolidated financial statements and whether to early adopt.

In June 2018, the FASB issued ASU 2018-07 which simplifies the accounting for nonemployee share-based payments by expanding the scope of ASC Topic 718, Compensation—Stock Compensation, to include share-based payment transactions for acquiring goods and services from nonemployees. Under the new guidance, most of the initial and subsequent measurement for such payments to nonemployees is aligned with the requirements for share-based payments to employees. This ASU is effective for annual and interim reporting periods beginning after December 15,

2018, with early adoption permitted. Entities must transition to the new guidance through a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year of adoption. The Company early-adopted this ASU during the second quarter of 2018, with no impact to its consolidated financial statements.

In May 2017, the FASB issued ASU 2017-09 which clarifies when to account for a change to the terms or conditions of a share-based payment award as a modification. Under the new guidance, modification accounting is required only if the fair value, the vesting conditions or the classification of the award changes as a result of the change in terms or conditions. This ASU is

Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

effective prospectively for annual periods beginning on or after December 15, 2017, and early adoption was permitted. The Company adopted this ASU during the first quarter of 2018.

In January 2017, the FASB issued ASU 2017-04 which eliminates the requirement to calculate the implied fair value of goodwill to measure a goodwill impairment charge (Step 2 of the goodwill impairment test). Instead, an impairment charge will be based on the excess of the carrying amount over the fair value. This ASU is effective for annual and interim impairment tests performed in periods beginning after December 15, 2019. Early adoption is permitted for annual and interim goodwill impairment testing dates after January 1, 2017. The Company is evaluating the impact this ASU will have on its consolidated financial statements and whether to early adopt.

In November 2016, the FASB issued ASU 2016-18 which is intended to reduce the diversity in the classification and presentation of changes in restricted cash in the statement of cash flows, by requiring entities to combine the changes in cash and cash equivalents and restricted cash in one line. As a result, entities will no longer present transfers between cash and cash equivalents and restricted cash in the statement of cash flows. In addition, if more than one line item is recorded on the balance sheet for cash and cash equivalents and restricted cash, a reconciliation between the statement of cash flows and balance sheet is required. This ASU is effective for annual and interim reporting periods beginning after December 15, 2017, and early adoption was permitted. The retrospective transition method, requiring adjustment to all comparative periods presented, is required. The Company adopted this ASU during the first quarter of 2018. The adoption resulted in an immaterial reclassification of cash inflows from investing activities to operating activities for the nine months ended September 30, 2017. See Note 4—Cash and Restricted Cash for the reconciliation of cash and cash equivalents and restricted cash reported on the balance sheet to the total of such amounts shown on the statement of cash flows.

In August 2016, the FASB issued ASU 2016-15 which addresses eight cash flow classification issues, eliminating the diversity in practice. This ASU is effective for annual and interim reporting periods beginning after December 15, 2017, and early adoption was permitted. The retrospective transition method, requiring adjustment to all comparative periods presented, is required unless it is impracticable for some of the amendments, in which case those amendments would be prospectively applied as of the earliest date practicable. The Company adopted this ASU during the first quarter of 2018, and there was no adjustment to prior periods. Pursuant to adoption of this ASU, contingent consideration payments made are classified as cash outflows from financing activities up to the amount of the contingent consideration liability recognized at the acquisition date, and the portion of payments in excess of that initial liability are classified as cash outflows from operating activities. See Note 6—Business Acquisitions for additional information.

In February 2016, the FASB issued ASU 2016-02 related to leases. This ASU introduces ASC Topic 842, Leases, which will supersede the existing lease accounting guidance in ASC Topic 840, Leases. This ASU is effective for annual and interim reporting periods beginning after December 15, 2018, with early adoption permitted. In July 2018, the FASB issued ASU 2018-10 which clarifies certain narrow aspects of implementing ASU 2016-02, including clarifications related to the rate implicit in the lease, lessee reassessment of lease classification, lessor reassessment of lease term and purchase options, variable payments that depend on an index or rate, and impairment of the net investment in the lease. In the same month, the FASB issued ASU 2018-11 which provides an optional transition method that allows entities to initially apply the lease accounting transition requirements at the adoption date and recognize a cumulative effect adjustment to the opening balance of retained earnings in the period of adoption without restating comparative prior periods presented. ASU 2018-11 also includes a practical expedient for lessors to not separate the lease and nonlease components of a contract. ASU 2018-10 and ASU 2018-11 must be adopted concurrently with the adoption of ASU 2016-02 (collectively, "ASC Topic 842"). The Company is developing an inventory of lease arrangements and evaluating the impact ASC Topic 842 will have on its consolidated financial statements, which includes the recognition of right-of-use assets and lease liabilities related to operating leases greater than one year in duration for which the Company is the lessee. The Company will adopt ASC Topic 842 as of January

1, 2019 through a cumulative effect adjustment to the opening balance of accumulated deficit in the period of adoption without restating comparative prior periods presented.

In May 2014, the FASB issued ASU 2014-09 related to revenue recognition. This guidance introduces ASC Topic 606, Revenue from Contracts with Customers, and supersedes the revenue recognition requirements in ASC Topic 605, Revenue Recognition. In 2016, the FASB issued final amendments clarifying implementation guidance for principal versus agent considerations, identifying performance obligations, assessing collectability, presenting sales taxes, measuring noncash consideration and certain other transition matters. The clarification ASUs must be adopted concurrently with the adoption of ASU 2014-09 (collectively, "ASC Topic 606"). Under the new ASUs, the timing of recognizing revenue for closing fees and approval fees in the Company's non-mortgage product category has been accelerated to the point when a loan request or a credit card consumer is delivered to the customer as opposed to when the consumer loan is closed by the lender or credit card approval is made by the issuer and communicated to the Company.



Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company has adopted ASC Topic 606 as of January 1, 2018 using the modified retrospective transition approach. The Company recognized the cumulative effect of initially applying ASC Topic 606 as an adjustment to the opening balance of accumulated deficit. Under this approach, revenue for 2017 is reported in the consolidated statements of operations and comprehensive income on the historical basis, and revenue for 2018 is reported in the consolidated statements of operations and comprehensive income under ASC Topic 606. A comparison of revenue for 2018 periods to the historical basis is included below. The Company does not expect the adoption of ASC Topic 606 to have a material effect on annual revenue or net income from continuing operations on an ongoing basis. See Note 3—Revenue for additional information.

The cumulative effect of the changes made to the consolidated January 1, 2018 balance sheet for the adoption of ASC Topic 606 were as follows (in thousands):

	December 31, 2017	Adjustments due to ASC Topic 606	January 1, 2018
Assets:			
Prepaid and other current assets	\$ 11,881	\$ 1,903	\$ 13,784
Deferred income tax assets	20,156	(530 )	19,626

## Shareholders' equity:

Accumulated deficit	\$(708,354)	\$ 1,373	\$(706,981)
---------------------	-------------	----------	-------------

The impact of adoption on the consolidated income statement and balance sheet for the periods ended September 30, 2018 was as follows (in thousands):

	Three Months Ended September 30, 2018			Nine Months Ended September 30, 2018		
	As Reported	Balances without adoption of ASC Topic 606	Effect of Change	As Reported	Balances without adoption of ASC Topic 606	Effect of Change
Revenue	\$ 197,057	\$ 196,316	\$ 741	\$ 562,193	\$ 560,560	\$ 1,633
Costs and expenses:						
Income tax benefit	10,534	10,733	(199 )	63,716	64,146	(430 )
Net income from continuing operations	\$ 28,362	\$ 27,820	\$ 542	\$ 109,068	\$ 107,865	\$ 1,203
	September 30, 2018					
	As Reported	Balances without adoption of ASC Topic 606	Effect of Change			
Assets:						
Prepaid and other current assets	\$ 16,411	\$ 12,103	\$ 4,308			

Edgar Filing: LendingTree, Inc. - Form 10-Q

Deferred income tax assets	75,484	76,014	(530 )
----------------------------	--------	--------	--------

Shareholders' equity:

Accumulated deficit	\$(607,182)	\$(610,960)	\$3,778
---------------------	-------------	-------------	---------

10

---

Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## NOTE 3—REVENUE

Revenue is as follows (in thousands):

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
Revenue:				
Mortgage products	\$55,287	\$73,756	\$195,697	\$208,209
Non-mortgage products				
Credit cards	42,698	39,369	127,577	110,134
Personal loans	38,569	25,449	100,744	62,984
Other	60,503	32,920	138,175	75,455
Total non-mortgage products	141,770	97,738	366,496	248,573
Total revenue	\$197,057	\$171,494	\$562,193	\$456,782

The Company derives its revenue primarily from match fees and closing fees. Revenue is recognized when performance obligations under the terms of a contract with a customer are satisfied and promised services have transferred to the customer. In identifying performance obligations, judgment is required around contracts where there was a possibility of bundled services and multiple parties. In applying judgment, the Company considered customer expectations of performance, materiality and the core principles of ASC Topic 606. The Company's services are generally transferred to the customer at a point in time.

Variable consideration is included in revenue if it is probable that a significant future reversal of cumulative revenue under the contract will not occur.

Revenue within the mortgage product category is primarily generated from upfront match fees paid by network lenders that receive a loan request, and in some cases upfront fees for clicks or call transfers. Match fees and upfront fees for clicks and call transfers are earned through the delivery of loan requests that originated through the Company's websites or affiliates. The Company recognizes revenue at the time a loan request is delivered to the customer, provided that no significant obligations remain. Revenue recognition on match fees was not impacted by the adoption of ASC Topic 606, as the Company's contractual right to the match fee consideration is contemporaneous with the satisfaction of the performance obligation to deliver a loan request to the customer.

In addition to match and other upfront fees, revenue within the non-mortgage product category is also generated from closing fees and approval fees.

Closing fees are derived from lenders on certain auto loans, business loans, personal loans and student loans when the lender funds a loan with the consumer. Prior to the adoption of ASC Topic 606, closed loan fees were recognized at the time the lender reported the closed loan to the Company, which could be several months after the original request was transmitted.

Approval fees are derived from credit card issuers when the credit card consumer receives card approval from the credit card issuer. Prior to the adoption of ASC Topic 606, approval fees were recognized at the time the credit card issuer reported the card approval for the consumer to the Company, which is generally within two weeks after the consumer's request was transmitted.

Under ASC Topic 606, the timing of recognizing revenue for closing fees and approval fees is accelerated to the point when a loan request or a credit card consumer is delivered to the customer, as opposed to when the consumer loan is closed by the lender or credit card approval is made by the issuer. The Company's contractual right to closing fees and approval fees is not contemporaneous with the satisfaction of the performance obligation to deliver a loan request or a credit card consumer to the customer. As such, the Company will record a contract asset at each reporting period-end related to the estimated variable consideration on closing fees and approval fees for which the Company has satisfied

the related performance obligation, but are still pending the loan closing or credit card approval before the Company has a contractual right to payment. This estimate is based on the Company's historical closing rates and historical time between when a consumer request for a loan or credit card is delivered to the lender or card issuer and when the loan is closed by the lender or approved by the card issuer. The time between satisfaction of the Company's performance obligation and when the Company's right to consideration becomes unconditional is generally less than 90 days.

Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Upfront fees and subscription fees are derived from consumers in the Company's credit services business, which was acquired on June 11, 2018. Upfront fees paid by consumers are recognized as revenue over the estimated time the consumer will remain a customer and receive services. Subscription fees are recognized over the period a consumer is receiving services.

The contract asset recorded within prepaid and other current assets on the consolidated balance sheets related to estimated variable consideration was \$1.9 million and \$4.3 million on January 1, 2018 and September 30, 2018, respectively. The increase in the contract asset from January 1, 2018 to September 30, 2018 is primarily due to recent business acquisitions. During the third quarter of 2018, the Company established a contract asset for business loans from a recent acquisition, for which the Company has determined it has established sufficient historical information to determine an estimate. Additionally, the Company increased the contract asset balance for the acquisition of Student Loan Hero, Inc. ("Student Loan Hero"), which was acquired on July 23, 2018.

As a result of the acquisition of Ovation Credit Services, Inc. ("Ovation") on June 11, 2018, a \$0.3 million contract liability was recorded within accrued expenses and other current liabilities on the September 30, 2018 consolidated balance sheet related to the upfront fees paid by consumers.

Revenue recognized in any reporting period includes estimated variable consideration for which the Company has satisfied the related performance obligations, but are still pending the occurrence or non-occurrence of a future event outside the Company's control (such as lenders providing loans to consumers or credit card approvals of consumers) before the Company has a contractual right to payment. The Company recognized a decrease to such revenue from prior periods of \$0.1 million in the third quarter of 2018.

Both the mortgage and non-mortgage product categories are included in the Company's single reportable segment. Our payment terms vary by customer and services offered. The term between invoicing and when payment is due is generally 30 days or less.

Sales commissions are incremental costs of obtaining contracts with customers. The Company expenses sales commissions when incurred as the duration of contracts with customers is less than one year, based on the right for either party to terminate the contract with less than one year's notice without compensation to either party. These costs are recorded within selling and marketing expense on the consolidated statements of operations and comprehensive income.

**NOTE 4—CASH AND RESTRICTED CASH**

Total cash, cash equivalents, restricted cash and restricted cash equivalents consist of the following (in thousands):

	September 30, 2018	December 31, 2017
Cash and cash equivalents	\$ 265,194	\$ 368,550
Restricted cash and cash equivalents	47	4,091
Total cash, cash equivalents, restricted cash and restricted cash equivalents	\$ 265,241	\$ 372,641

Restricted cash and cash equivalents consists of the following (in thousands):

	September 30, December 31,	
	2018	2017
Cash in escrow from sale of LendingTree Loans <sup>(a)</sup>	\$ —	\$ 4,034
Other	47	57
Total restricted cash and cash equivalents	\$ 47	\$ 4,091

(a) Home Loan Center, Inc. ("HLC"), a subsidiary of the Company, continues to be liable for certain indemnification obligations, repurchase obligations and premium repayment obligations following the sale of substantially all of the operating assets of its LendingTree Loans business in the second quarter of 2012. Of the purchase price received, a portion was deposited in escrow in accordance with the agreement with Discover for certain loan loss obligations that remain with the Company following the sale. During the second quarter of 2018, the remaining funds in

escrow were released to the Company in accordance with the terms of the agreement with Discover.

Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

See Note 16—Subsequent Events for additional information regarding cash and cash equivalents.

## NOTE 5—GOODWILL AND INTANGIBLE ASSETS

The balance of goodwill, net is as follows (in thousands):

	Goodwill	Accumulated Impairment Loss	Net Goodwill
Balance at December 31, 2017	\$596,456	\$(483,088 )	\$113,368
Acquisition of Ovation	11,280	—	11,280
Acquisition of Student Loan Hero	41,682	—	41,682
Balance at September 30, 2018	\$649,418	\$(483,088 )	\$166,330

The balance of intangible assets, net is as follows (in thousands):

	September 30, 2018	December 31, 2017
Intangible assets with indefinite lives	\$ 10,142	\$ 10,142
Intangible assets with definite lives, net	85,828	70,983
Total intangible assets, net	\$ 95,970	\$ 81,125

## Goodwill and Indefinite-Lived Intangible Assets

The Company's goodwill is associated with its one reportable segment. Intangible assets with indefinite lives relate to the Company's trademarks.

## Intangible Assets with Definite Lives

Intangible assets with definite lives relate to the following (in thousands):

	Cost	Accumulated Amortization	Net
Technology	\$43,500	\$(15,680 )	\$27,820
Customer lists	37,500	(5,969 )	31,531
Trademarks and tradenames	8,942	(3,040 )	5,902
Tenant leases	1,081	(550 )	531
Website content	24,200	(4,161 )	20,039
Other	255	(250 )	5
Balance at September 30, 2018	\$115,478	\$(29,650 )	\$85,828

	Cost	Accumulated Amortization	Net
Technology	\$37,500	\$(8,694 )	\$28,806
Customer lists	33,100	(3,239 )	29,861
Trademarks and tradenames	6,942	(1,992 )	4,950
Tenant leases	1,362	(504 )	858
Website content	7,800	(1,300 )	6,500
Other	256	(248 )	8
Balance at December 31, 2017	\$86,960	\$(15,977 )	\$70,983

Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Amortization of intangible assets with definite lives is computed on a straight-line basis and, based on balances as of September 30, 2018, future amortization is estimated to be as follows (in thousands):

	Amortization Expense
Remainder of current year	\$ 6,264
Year ending December 31, 2019	23,969
Year ending December 31, 2020	20,994
Year ending December 31, 2021	10,509
Year ending December 31, 2022	5,334
Thereafter	18,758
Total intangible assets with definite lives, net	\$ 85,828

## NOTE 6—BUSINESS ACQUISITION

## 2018 Acquisitions

## Student Loan Hero

On July 23, 2018, the Company acquired Student Loan Hero, Inc., a personal finance website dedicated to helping student loan borrowers manage their student debt. Student Loan Hero offers current and former students in-depth financial comparison tools, educational resources, and unbiased, personalized advice. The Company made an upfront cash payment of \$60.7 million at the closing of the transaction, of which \$2.3 million was recognized as severance expense in the Company's consolidated statements of operations and comprehensive income. The Company has estimated a preliminary purchase price of \$60.4 million, comprised of the upfront cash payment of \$60.7 million less the \$2.3 million recognized as severance expense, and an estimated \$2.0 million post-closing increase to working capital.

The acquisition has been accounted for as a business combination. The preliminary allocation of purchase price to the assets acquired and liabilities assumed is as follows (in thousands):

	Preliminary Fair Value
Net working capital	\$ 5,159
Intangible assets	19,900
Goodwill	41,682
Net deferred tax liabilities	(6,323 )
Total preliminary purchase price	\$ 60,418

The Company primarily used the income approach for the valuation as appropriate, and used valuation inputs in these models and analyses that were based on market participant assumptions. Market participants are buyers and sellers unrelated to the Company and fair value is determined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction at the measurement date.



Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The acquired intangible assets are definite-lived assets consisting of content, customer relationships and trademarks and tradenames. The estimated fair values of the content was determined using excess earnings analysis, the customer relationships were determined using the distributor method and the trademarks and tradenames were determined using relief from royalty analysis. The fair value of the intangible assets with definite lives are as follows (dollars in thousands):

	Preliminary Fair Value	Weighted Average Amortization Life
Content	\$ 16,400	3 years
Customer lists	2,500	10 years
Trademarks and tradenames	1,000	5 years
Total intangible assets	\$ 19,900	4.0 years

As of September 30, 2018, the Company has not completed its determination of the final purchase price or the final allocation of the purchase price to the assets and liabilities of the acquisition. The purchase price and final allocation of purchase price is expected to be finalized in the fourth quarter of 2018. Any adjustment to the preliminary purchase price or the assets and liabilities assumed with the acquisition will adjust goodwill.

The Company recorded preliminary goodwill of \$41.7 million, which represents the excess of the purchase price over the estimated fair value of tangible and intangible assets acquired, net of the liabilities assumed. The goodwill is primarily attributable to Student Loan Hero as a going concern, which represents the ability of the Company to earn a higher return on the collection of assets and business of Student Loan Hero than if those assets and business were to be acquired and managed separately. The benefit of access to the workforce is an additional element of goodwill. The goodwill is recorded in the Company's one reportable segment. For income tax purposes, the acquisition was an equity purchase and the goodwill will not be tax deductible.

Acquisition-related costs were \$0.2 million and \$0.5 million, respectively, in the third quarter and first nine months of 2018, and are included in general and administrative expense on the consolidated statement of operations and comprehensive income.

**Ovation**

On June 11, 2018, the Company acquired Ovation Credit Services, Inc., a leading provider of credit services with a strong customer service reputation. Ovation utilizes a proprietary software application that facilitates the credit repair process and is integrated directly with certain credit bureaus while educating consumers on credit improvement via ongoing outreach with Ovation case advisors. The proprietary software application offers consumers a simple, streamlined process to identify, dispute, and correct inaccuracies within their credit reports.

The Company paid \$12.2 million in initial cash consideration and could make up to two additional earnout payments, each ranging from zero to \$4.375 million, based on certain defined operating metrics during the earnout periods July 1, 2018 through June 30, 2019 and July 1, 2019 through June 30, 2020. These additional payments, to the extent earned, will be payable in cash. The purchase price of \$17.9 million is comprised of the upfront cash payment of \$12.2 million, \$5.8 million for the estimated fair value of the earnout payments, and a \$0.1 million post-closing reduction to working capital.

As of September 30, 2018, the estimated fair value of the contingent consideration totaled \$6.7 million, which is included in non-current contingent consideration in the accompanying balance sheet. The estimated fair value of the contingent consideration payments is determined using an option pricing model. The estimated value of the contingent consideration is based upon available information and certain assumptions, known at the time of this report, which management believes are reasonable. Any differences in the actual contingent consideration payments will be recorded in operating income in the consolidated statements of operations and comprehensive income. During the third quarter and first nine months of 2018, the Company recorded \$0.9 million of contingent consideration expense in the consolidated statement of operations and comprehensive income due to the change in estimated fair value of the

contingent consideration.

15

---

Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The acquisition has been accounted for as a business combination. The preliminary allocation of purchase price to the assets acquired and liabilities assumed is as follows (in thousands):

	Preliminary Fair Value
Net working capital	\$ 323
Fixed assets	76
Intangible assets	8,900
Goodwill	11,280
Net deferred tax liabilities (2,708 )	
Total purchase price	\$ 17,871

The Company primarily used the income approach for the valuation as appropriate, and used valuation inputs in these models and analyses that were based on market participant assumptions. Market participants are buyers and sellers unrelated to the Company and fair value is determined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction at the measurement date.

The acquired intangible assets are definite-lived assets consisting of developed technology, customer relationships and trademarks and tradenames. The estimated fair values of the developed technology were determined using excess earnings analysis, the customer relationships were determined using cost savings analysis and the trademarks and tradenames were determined using relief from royalty analysis. The fair value of the intangible assets with definite lives are as follows (dollars in thousands):

	Fair Value	Weighted Average Amortization Life
Technology	\$6,000	7 years
Customer lists	1,900	1 year
Trademarks and tradenames	1,000	4 years
Total intangible assets	\$8,900	5.4 years

As of September 30, 2018, the Company has not completed its determination of the final allocation of the purchase price to the assets and liabilities of the acquisition. The final allocation of purchase price is expected to be finalized in the fourth quarter of 2018. Any adjustment to the assets and liabilities assumed with the acquisition will adjust goodwill.

The Company recorded preliminary goodwill of \$11.3 million, which represents the excess of the purchase price over the estimated fair value of tangible and intangible assets acquired, net of the liabilities assumed. The goodwill is primarily attributable to Ovation as a going concern, which represents the ability of the Company to earn a higher return on the collection of assets and business of Ovation than if those assets and business were to be acquired and managed separately. The benefit of access to the workforce is an additional element of goodwill. The goodwill is recorded in the Company's one reportable segment. For income tax purposes, the acquisition was an equity purchase and the goodwill will not be tax deductible.

Acquisition-related costs were \$0.1 million and \$0.4 million, respectively, in the third quarter and first nine months of 2018, and are included in general and administrative expense on the consolidated statement of operations and comprehensive income.

## Changes in Contingent Consideration

## CompareCards

On November 16, 2016, the Company acquired all of the membership interests of Iron Horse Holdings, LLC, which does business under the name CompareCards ("CompareCards"). CompareCards is an online marketing platform for credit cards, which the Company is utilizing to grow its existing credit card business. The acquisition has been accounted for as a business combination. During 2017, the Company finalized the determination of the purchase price

allocation with respect to the assets acquired and liabilities assumed.

The Company paid \$80.7 million in initial cash consideration and agreed to make two earnout payments, each up to \$22.5 million, based on the amount of earnings before interest, taxes, depreciation and amortization CompareCards generates during the

Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

periods of January 1, 2017 through December 31, 2017 and January 1, 2018 through December 31, 2018, or up to \$45.0 million in aggregate payments. The purchase price for the acquisition is \$103.8 million comprised of an upfront cash payment of \$80.7 million on November 16, 2016 and \$23.1 million for the estimated fair value of the earnout payments at the time of closing the acquisition. In the first quarter of 2018, the Company paid \$22.5 million related to the earnout payment for the period of January 1, 2017 through December 31, 2017, which is included within cash flows from financing activities on the consolidated statement of cash flows. In the second quarter of 2018, the Company paid \$22.5 million related to the earnout payment for the period of January 1, 2018 through December 31, 2018, of which \$0.6 million is included within cash flows from financing activities and \$21.9 million is included within cash flows from operating activities on the consolidated statement of cash flows.

During the first nine months of 2018, the Company recorded \$0.7 million of contingent consideration expense within operating income in the consolidated statement of operations and comprehensive income due to the change in estimated fair value of the earnout payments.

**DepositAccounts**

On June 14, 2017, the Company acquired substantially all of the assets of Deposits Online, LLC, which does business under the name DepositAccounts.com (“DepositAccounts”). DepositAccounts is a leading consumer-facing media property in the depository industry and is one of the most comprehensive sources of depository deals and analysis on the Internet, covering all major deposit product categories through editorial content, programmatic rate tables and user-generated content. The acquisition has been accounted for as a business combination. During 2017, the Company finalized the determination of the purchase price allocation with respect to the assets acquired and liabilities assumed. The Company paid \$24.0 million of initial cash consideration and could make additional contingent consideration payments of up to \$9.0 million. The potential contingent consideration payments are comprised of (i) up to seven payments of \$1.0 million each based on specified increases in Federal Funds interest rates during the period commencing on the closing date and ending on June 30, 2020 and (ii) a one-time performance payment of up to \$2.0 million based on the net revenue of deposit products during the period of January 1, 2018 through December 31, 2018. These additional payments, to the extent earned, will be payable in cash. The purchase price for the acquisition is \$29.0 million, comprised of the upfront cash payment of \$24.0 million and \$5.0 million for the estimated fair value of the contingent consideration at the time of closing the acquisition.

In the third quarter of 2017, the Company made a payment of \$1.0 million associated with a specified increase in the Federal Funds rate in June 2017. In each of the first, second and third quarters of 2018, the Company paid \$1.0 million associated with specified increases in the Federal Funds rate in December 2017, March 2018 and June 2018, respectively, which are included within cash flows from financing activities on the consolidated statement of cash flows. As of September 30, 2018, the estimated fair value of the contingent consideration totaled \$4.4 million which is included in current contingent consideration in the accompanying consolidated balance sheet. The estimated fair value of the portion of the contingent consideration payments based on increases in interest rates is determined using a scenario approach based on the interest rate forecasts of Federal Open Market Committee participants. The estimated fair value of the portion of the contingent consideration payments potentially earned based on net revenue is determined using an option pricing model. The estimated value of the contingent consideration is based upon available information and certain assumptions, known at the time of this report, which management believes are reasonable. Any differences in the actual contingent consideration payments will be recorded in operating income in the consolidated statements of operations and comprehensive income. During the third quarter and first nine months of 2018, the Company recorded \$0.1 million and \$1.4 million, respectively, of contingent consideration expense in the consolidated statement of operations and comprehensive income due to the change in estimated fair value of the contingent consideration.

In October 2018, the Company paid \$1.0 million associated with a specified increase in the Federal Funds rate in September 2018.

SnapCap

On September 19, 2017, the Company acquired certain assets of Snap Capital LLC, which does business under the name SnapCap ("SnapCap"). SnapCap, a tech-enabled online platform, connects business owners with lenders offering small business loans, lines of credit and merchant cash advance products through a concierge-based sales approach. The acquisition has been accounted for as a business combination. During 2017, the Company finalized the determination of the purchase price allocation with respect to the assets acquired and liabilities assumed.

The Company paid \$11.9 million of initial cash consideration and could make up to three additional contingent consideration payments, each ranging from zero to \$3.0 million, based on certain defined operating results during the periods of October 1, 2017

Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

through September 30, 2018, October 1, 2018 through September 30, 2019 and October 1, 2019 through March 31, 2020. These additional payments, to the extent earned, will be payable in cash. The purchase price for the acquisition is \$18.2 million, comprised of the upfront cash payment of \$11.9 million and \$6.3 million for the estimated fair value of the contingent consideration.

As of September 30, 2018, the estimated fair value of the contingent consideration totaled \$5.2 million, of which \$2.9 million is included in current contingent consideration and \$2.3 million is included in non-current contingent consideration in the accompanying consolidated balance sheet. The estimated fair value of the contingent consideration payments is determined using an option pricing model. The estimated value of the contingent consideration is based upon available information and certain assumptions, known at the time of this report, which management believes are reasonable. Any differences in the actual contingent consideration payments will be recorded in operating income in the consolidated statements of operations and comprehensive income. During the third quarter and first nine months of 2018, the Company recorded contingent consideration expense of \$1.1 million and a gain of \$1.8 million, respectively, in the consolidated statement of operations and comprehensive income due to the change in estimated fair value of the contingent consideration.

**Pro forma Financial Results**

The unaudited pro forma financial results for the third quarters and first nine months of 2017 and 2018 combine the consolidated results of the Company and DepositAccounts, SnapCap, Ovation, Student Loan Hero and Camino Del Avion (Delaware), LLC (“MagnifyMoney”) giving effect to the acquisitions as if the DepositAccounts, MagnifyMoney and SnapCap acquisitions had been completed on January 1, 2016 and as if the Ovation and Student Loan Hero acquisitions had been completed on January 1, 2017. This unaudited pro forma financial information is presented for informational purposes only and is not indicative of future operations or results had the acquisitions been completed as of January 1, 2016 or 2017, or any other date.

The unaudited pro forma financial results include adjustments for additional amortization expense based on the fair value of the intangible assets with definite lives and their estimated useful lives. The provision for income taxes from continuing operations has also been adjusted to reflect taxes on the historical results of operations of DepositAccounts and SnapCap. DepositAccounts and SnapCap did not pay taxes at the entity level as these entities were limited liability companies whose members elected for them to be taxed as a partnership.

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
	(in thousands)			
Pro forma revenue	\$198,216	\$177,670	\$578,608	\$479,775
Pro forma net income from continuing operations	\$28,271	\$9,041	\$110,308	\$22,522

The unaudited pro forma net income from continuing operations in the third quarter and first nine months of 2018 includes the aggregate after tax contingent consideration expense associated with the CompareCards, DepositAccounts, SnapCap and Ovation earnouts of \$1.6 million and \$0.9 million, respectively. The unaudited pro forma net income from continuing operations in the third quarter and first nine months of 2017 includes the aggregate after tax contingent consideration expense associated with the CompareCards and DepositAccounts earnouts of \$1.5 million and \$12.4 million, respectively.

The unaudited pro forma net income from continuing operations for the first nine months of 2017 has been adjusted to include acquisition-related costs of \$1.0 million incurred by the Company and Student Loan Hero that are directly attributable to the Ovation and Student Loan Hero acquisitions, which will not have an ongoing impact. Accordingly, these acquisition-related costs have been eliminated from the unaudited pro forma net income from continuing operations for the third quarter and first nine months of 2018. Acquisition-related costs incurred by the Company,

DepositAccounts, MagnifyMoney and SnapCap that are directly attributable to the DepositAccounts, MagnifyMoney and SnapCap acquisitions, and which will not have an on-going impact, have been eliminated from the unaudited pro forma net income from continuing operations for the third quarter and first nine months of 2017.

The Company's consolidated results of operations include the results of the business acquisitions completed in 2018 as of the acquisition dates. Revenue of \$6.7 million and \$7.2 million in the third quarter and first nine months of 2018, respectively, and net loss from continuing operations of \$1.2 million and \$1.3 million in the third quarter and first nine months of 2018, respectively, have been included in the Company's consolidated results of operations.



Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## NOTE 7—ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consist of the following (in thousands):

	September 30, December 31,	
	2018	2017
Accrued advertising expense	33,449	40,727
Accrued compensation and benefits	4,847	7,679
Accrued professional fees	988	2,072
Customer deposits and escrows	5,600	5,564
Contribution to LendingTree Foundation	10,000	10,000
Other	13,827	11,141
Total accrued expenses and other current liabilities	\$ 68,711	\$ 77,183

## NOTE 8—SHAREHOLDERS' EQUITY

Basic and diluted income per share was determined based on the following share data (in thousands):

	Three Months		Nine Months	
	Ended		Ended	
	September		September	
	30,		30,	
	2018	2017	2018	2017
Weighted average basic common shares	12,799	11,999	12,437	11,931
Effect of stock options	758	1,619	1,160	1,598
Effect of dilutive share awards	110	101	167	96
Effect of Convertible Senior Notes and warrants	183	55	535	—
Weighted average diluted common shares	13,850	13,774	14,299	13,625

For the three months ended September 30, 2018, the weighted average shares that were anti-dilutive, and therefore excluded from the calculation of diluted income per share, included options to purchase 0.5 million shares of common stock and 0.1 million restricted stock units. For the nine months ended September 30, 2018, the weighted average shares that were anti-dilutive included options to purchase 0.4 million shares of common stock.

For the three months ended September 30, 2017, the weighted average shares that were anti-dilutive, and therefore excluded from the calculation of diluted income per share, included options to purchase 0.3 million shares of common stock and 0.1 million restricted stock awards. For the nine months ended September 30, 2017, the weighted average shares that were anti-dilutive included options to purchase 0.1 million shares of common stock.

The 0.625% Convertible Senior Notes due June 1, 2022 and the warrants issued by the Company in the second quarter of 2017 could be converted into the Company's common stock in the future, subject to certain contingencies. See Note 11—Debt for additional information.

Shares of the Company's common stock associated with the warrants were excluded from the calculation of diluted income per share for the three months ended September 30, 2018 and 2017 as they were anti-dilutive since the strike price of the warrants was greater than the average market price of the Company's common stock during the respective periods. Shares of the Company's common stock associated with the Convertible Senior Notes and the warrants were excluded from the calculation of diluted income per share for the nine months ended September 30, 2017, as they were anti-dilutive since the conversion price of the Convertible Senior Notes and the strike price of the warrants were greater than the average market price of the Company's common stock during the period.

## Common Stock Repurchases

In each of January 2010, May 2014, January 2016, February 2016 and February 2018, the board of directors authorized and the Company announced the repurchase of up to \$10.0 million, \$10.0 million, \$50.0 million, \$40.0

million and \$100.0 million, respectively, of LendingTree's common stock. Pursuant to this stock repurchase program, the Company purchased 205,310 shares of its common stock for \$57.2 million during the nine months ended September 30, 2018, and purchased 42,153 shares of its

Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

common stock for \$10.0 million during the nine months ended September 30, 2017. At September 30, 2018, approximately \$70.6 million of the previous authorizations to repurchase common stock remain available for the Company to purchase its common stock.

## NOTE 9—STOCK-BASED COMPENSATION

Non-cash compensation related to equity awards is included in the following line items in the accompanying consolidated statements of operations and comprehensive income (in thousands):

	Three Months		Nine Months	
	Ended		Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Cost of revenue	\$123	\$41	\$260	\$129
Selling and marketing expense	1,577	1,366	4,511	2,543
General and administrative expense	8,388	5,864	25,617	8,684
Product development	2,009	667	3,996	1,712
Total non-cash compensation	\$12,097	\$7,938	\$34,384	\$13,068

## Stock Options

A summary of changes in outstanding stock options is as follows:

	Number of	Weighted	Weighted	Aggregate
	Options	Average	Average	Intrinsic
		Exercise	Remaining	Value <sup>(a)</sup>
		Price	Contractual	
		(per	Term	(in
		option)	(in years)	thousands)
Options outstanding at January 1, 2018	1,863,739	\$ 30.70		
Granted <sup>(b)</sup>	58,901	317.31		
Exercised	(971,211 )	16.31		
Forfeited	(6,425 )	299.89		
Expired	—	—		
Options outstanding at September 30, 2018	945,004	61.53	5.42	\$ 163,927
Options exercisable at September 30, 2018	772,651	\$ 25.03	4.64	\$ 158,473

The aggregate intrinsic value represents the total pre-tax intrinsic value (the difference between the Company's closing stock price of \$230.10 on the last trading day of the quarter ended September 30, 2018 and the exercise (a) price, multiplied by the number of shares covered by in-the-money options) that would have been received by the option holder had the option holder exercised these options on September 30, 2018. The intrinsic value changes based on the market value of the Company's common stock.

During the nine months ended September 30, 2018, the Company granted stock options to certain employees and members of the board of directors with a weighted average grant date fair value per share of \$161.58, calculated (b) using the Black-Scholes option pricing model, which vesting periods include (a) immediate vesting on grant date (b) one year from grant date (c) two years from the grant date, (d) three years from the grant date and (e) four years from the grant date.

For purposes of determining stock-based compensation expense, the weighted average grant date fair value per share of the stock options was estimated using the Black-Scholes option pricing model, which requires the use of various key assumptions. The weighted average assumptions used are as follows:



Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Expected term <sup>(1)</sup> 5.00 - 6.34 years

Expected dividend <sup>(2)</sup> —

Expected volatility <sup>(3)</sup> 50% - 53%

Risk-free interest rate <sup>(4)</sup> 2.33% - 2.90%

The expected term of stock options granted was calculated using the "Simplified Method," which utilizes the (1) midpoint between the weighted average time of vesting and the end of the contractual term. This method was utilized for the stock options due to a lack of historical exercise behavior by the Company's employees.

(2) For all stock options granted in 2018, no dividends are expected to be paid over the contractual term of the stock options, resulting in a zero expected dividend rate.

(3) The expected volatility rate is based on the historical volatility of the Company's common stock.

(4) The risk-free interest rate is specific to the date of grant. The risk-free interest rate is based on U.S. Treasury yields for notes with comparable expected terms as the awards, in effect at the grant date.

## Stock Options with Performance Conditions

A summary of the changes in outstanding stock options with performance conditions is as follows:

	Number of Options	Weighted Average Exercise Price  (per option)	Weighted Average Remaining Contractual Term  (in years)	Aggregate Intrinsic Value <sup>(a)</sup>  (in thousands)
Options outstanding at January 1, 2018	37,877	\$ 308.90		
Granted	—	—		
Exercised	—	—		
Forfeited	—	—		
Expired	—	—		
Options outstanding at September 30, 2018	37,877	\$ 308.90	9.20	\$ —
Options exercisable at September 30, 2018	—	\$ —	0	\$ —

The aggregate intrinsic value represents the total pre-tax intrinsic value (the difference between the Company's closing stock price of \$230.10 on the last trading day of the quarter ended September 30, 2018 and the exercise (a) price, multiplied by the number of shares covered by in-the-money options) that would have been received by the option holder had the option holder exercised these options on September 30, 2018. The intrinsic value changes based on the market value of the Company's common stock.

Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Restricted Stock Units

A summary of the changes in outstanding nonvested restricted stock units ("RSUs"), exclusive of RSUs granted to the Chairman and Chief Executive Officer in 2018 described below, is as follows:

	RSUs	Weighted Average Grant Date Fair Value (per unit)
Nonvested at January 1, 2018	152,829	\$ 121.68
Granted	90,343	295.49
Vested	(63,980 )	99.58
Forfeited	(9,288 )	218.95
Nonvested at September 30, 2018	169,904	\$ 217.10

## Restricted Stock Units with Performance Conditions

A summary of the changes in outstanding nonvested RSUs with performance conditions is as follows:

	RSUs with Performance Conditions	Weighted Average Grant Date Fair Value (per unit)
Nonvested at January 1, 2018	111,205	\$ 160.34
Granted	—	—
Vested	(12,226 )	106.18
Forfeited	(2,652 )	113.22
Nonvested at September 30, 2018	96,327	\$ 168.52

Chairman and Chief Executive Officer Grants  
2017 Grants

On July 25, 2017, the Company's Compensation Committee approved new compensation arrangements for its Chairman and Chief Executive Officer. The new compensation arrangements include the issuance of performance based equity compensation grants with a modeled total grant date value of \$87.5 million of which 25% (119,015 shares) would be in the form of time-vested restricted stock awards with a performance condition and 75% (a maximum of 769,376 shares) would be in the form of performance-based nonqualified stock options.

The performance-based nonqualified stock options have a target number of shares that vest upon achieving targeted total shareholder return performance of 110% stock price appreciation and a maximum number of shares for achieving superior performance up to 167% of the target number of shares. No shares will vest unless 70% of the targeted performance is achieved. Time-based service vesting conditions would also have to be satisfied in order for performance-vested shares to become fully vested and no longer subject to forfeiture. On July 26, 2017, an initial grant of performance-based nonqualified stock options with a target number of shares of 402,694 and a maximum number of shares of 672,499 were issued with an exercise price of \$183.80, the closing stock price on July 26, 2017. The performance measurement period ends on September 30, 2022. The fair value of the performance-based stock

options will be recognized on a straight-line basis through the vest date of September 30, 2022, whether or not any of the total shareholder return targets are met.

The Company's Fifth Amended and Restated 2008 Stock and Annual Incentive Plan (the "2008 Plan") imposes a per employee upper annual grant limit of 672,500 shares. As a result, the remaining 58,010 target performance-based nonqualified stock options and potential performance-based restricted stock awards were awarded on January 2, 2018. The form of the awards consisted

Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

of 31,336 performance-based nonqualified stock options with a per share exercise price of \$340.25, and 26,674 performance-based restricted stock awards, substituting for an equal number of the performance-based options, to compensate for the increase in the exercise price of the performance-based option granted on July 26, 2017. These performance-based nonqualified stock options and performance-based restricted stock awards were issued with respective total grant date fair values of \$9.5 million and \$1.9 million.

As of September 30, 2018, performance-based nonqualified stock options of 312,008 and performance-based restricted stock awards of 19,175 had been earned, which have a vest date of September 30, 2022.

On January 2, 2018, the 119,015 time-vested restricted stock awards with a performance condition were granted. The terms of these awards were fixed in the approved new compensation agreements in July 2017 with a total grant date fair value of \$21.9 million. The performance condition was tied to the Company's operating results during the first six months of 2018, and has been met. During the nine months ended September 30, 2018, 41,653 of these awards vested.

**2018 Grants**  
On February 16, 2018, the Company's Compensation Committee approved the issuance of performance based equity compensation grants to its Chairman and Chief Executive Officer with a modeled total grant date value of \$7.5 million, of which 50% (9,896 shares) would be in the form of time-vested restricted stock units and 50% (a maximum of 21,982 shares) would be in the form of performance-based nonqualified stock options. On February 16, 2018, the 9,896 time-vested restricted stock units were granted with a grant date fair value of \$378.95.

The performance-based nonqualified stock options have a target number of shares that vest upon achieving targeted total shareholder return performance of 81% stock price appreciation and a maximum number of shares for achieving superior performance up to 167% of the target number of shares. No shares will vest unless 41% of the targeted performance is achieved. Time-based service vesting conditions would also have to be satisfied in order for performance-vested shares to become fully vested and no longer subject to forfeiture. On February 16, 2018, the performance-based nonqualified stock options with a target number of shares of 13,163 and a maximum number of shares of 21,982 were issued with an exercise price of \$378.95, the closing stock price on February 16, 2018. The performance measurement period ends on March 31, 2022. The fair value of the performance-based stock options will be recognized on a straight-line basis through the vest date of March 31, 2022, whether or not any of the total shareholder return targets are met. As of September 30, 2018, the performance targets associated with the performance-based nonqualified stock options had not been met.

In the three and nine months ended September 30, 2018, the Company recorded \$4.9 million and \$15.6 million, respectively, in stock-based compensation expense related to the 2017 and 2018 grants to its Chairman and Chief Executive Officer in the consolidated statement of operations and comprehensive income.

A summary of changes in outstanding stock options with market conditions is as follows:

	Number of Options with Market Conditions	Weighted Average Exercise Price  (per option)	Weighted Average Remaining Contractual Term  (in years)	Aggregate Intrinsic Value <sup>(a)</sup>  (in thousands)
Options outstanding at January 1, 2018	402,694	\$ 183.80		
Granted <sup>(b)</sup>	44,499	351.70		
Exercised	—	—		
Forfeited	—	—		
Expired	—	—		
Options outstanding at September 30, 2018	447,193	200.51	8.87	\$ 18,645



Edgar Filing: LendingTree, Inc. - Form 10-Q

Options exercisable at September 30, 2018 — \$ — 0 \$ —

(a) The aggregate intrinsic value represents the total pre-tax intrinsic value (the difference between the Company's closing stock price of \$230.10 on the last trading day of the quarter ended September 30, 2018 and the exercise price, multiplied by the number of shares covered by in-the-money options) that would have been received by the option holder had the

23

---

Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

option holder exercised these options on September 30, 2018. The intrinsic value changes based on the market value of the Company's common stock.

During the nine months ended September 30, 2018, the Company granted stock options with a weighted average (b) grant date fair value per share of \$296.80, calculated using the Monte Carlo simulation model, which have vesting dates of March 31, 2022 and September 30, 2022.

For purposes of determining stock-based compensation expense, the weighted average grant date fair value per share of the stock options was estimated using the Monte Carlo simulation model, which requires the use of various key assumptions. The weighted average assumptions used are as follows:

Expected term <sup>(1)</sup> 7.00 - 7.15 years

Expected dividend <sup>(2)</sup> —

Expected volatility <sup>(3)</sup> 50%

Risk-free interest rate <sup>(4)</sup> 2.38% - 2.81%

(1) The expected term of stock options with a market condition granted was calculated using the midpoint between the weighted average time of vesting and the end of the contractual term.

(2) For all stock options with a market condition granted in 2018, no dividends are expected to be paid over the contractual term of the stock options, resulting in a zero expected dividend rate.

(3) The expected volatility rate is based on the historical volatility of the Company's common stock.

(4) The risk-free interest rate is specific to the date of grant. The risk-free interest rate is based on U.S. Treasury yields for notes with comparable expected terms as the awards, in effect at the grant date.

## NOTE 10—INCOME TAXES

	Three Months Ended September 30, 2018		September 30, 2017	
Income tax benefit (expense)	\$10,534	\$(4,292)	\$63,716	\$(3,109)
Effective tax rate	-59.1	% 29.8	% -140.5	% 10.7

(in thousands, except percentages)

For the three and nine months ended September 30, 2018, the effective tax rate varied from the federal statutory rate of 21% primarily due to a tax benefit of \$14.3 million and \$75.2 million, respectively, recognized for excess tax benefits due to employee exercises of stock options and vesting of restricted stock in accordance with ASU 2016-09 and the effect of state taxes.

For the three and nine months ended September 30, 2017, the effective tax rate varied from the federal statutory rate of 35% primarily due to a tax benefit of \$0.8 million and \$8.4 million, respectively, recognized for excess tax benefits due to employee exercises of stock options and vesting of restricted stock in accordance with ASU 2016-09.

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
Income tax expense - excluding excess tax benefit on stock compensation	\$(3,787)	\$(5,103)	\$(11,475)	\$(11,523)
Excess tax benefit on stock compensation	14,321	811	75,191	8,414
Income tax benefit (expense)	\$10,534	\$(4,292)	\$63,716	\$(3,109)

Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## NOTE 11—DEBT

## Convertible Senior Notes

On May 31, 2017, the Company issued \$300.0 million aggregate principal amount of its 0.625% Convertible Senior Notes due June 1, 2022 (the “Notes”) in a private placement. The Notes bear interest at a rate of 0.625% per year, payable semi-annually on June 1 and December 1 of each year, beginning on December 1, 2017. The Notes will mature on June 1, 2022, unless earlier repurchased or converted.

The initial conversion rate of the Notes is 4.8163 shares of Common Stock per \$1,000 principal amount of Notes (which is equivalent to an initial conversion price of approximately \$207.63 per share). The conversion rate will be subject to adjustment upon the occurrence of certain specified events but will not be adjusted for accrued and unpaid interest. In addition, upon the occurrence of a fundamental change prior to the maturity of the Notes, the Company will, in certain circumstances, increase the conversion rate by a specified number of additional shares for a holder that elects to convert the Notes in connection with such fundamental change. Upon conversion, the Notes will settle for cash, shares of the Company’s stock, or a combination thereof, at the Company’s option. It is the intent of the Company to settle the principal amount of the Notes in cash and any conversion premium in shares of its common stock.

The Notes are the Company’s senior unsecured obligations and will rank senior in right of payment to any of the Company’s indebtedness that is expressly subordinated in right of payment to the Notes; equal in right of payment to any of the Company’s unsecured indebtedness that is not so subordinated; effectively junior in right of payment to any of the Company’s secured indebtedness, including borrowings under the senior secured Revolving Credit Facility, described below, to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities (including trade payables) of the Company’s subsidiaries.

Prior to the close of business on the business day immediately preceding February 1, 2022, the Notes will be convertible at the option of the holders thereof only under the following circumstances:

during any calendar quarter commencing after the calendar quarter ending on September 30, 2017 (and only during such calendar quarter), if the last reported sale price of the common stock for at least 20 trading days (whether or not consecutive) during the 30 consecutive trading day period ending on, and including the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;

- during the five business day period after any five consecutive trading day period in which, for each trading day of that period, the trading price (as defined in the Notes) per \$1,000 principal amount of Notes for such trading day was less than 98% of the product of the last reported sale price of the Common Stock and the conversion rate on each such trading day; or

- upon the occurrence of specified corporate events including but not limited to a fundamental change.

Holders of the Notes became entitled to convert the Notes on January 1, 2018, based on the last reported sales price of the Company’s common stock, for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days ending on December 31, 2017, being greater than or equal to 130% of the conversion price of the Notes on each applicable trading day. Holders of the Notes continued to have such right until June 30, 2018, based on the last reported sales price of the Company’s common stock, for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days ending on March 31, 2018, being greater than or equal to 130% of the conversion price of the Notes on each applicable trading day. Holders of the Notes have not been entitled to convert the Notes since July 1, 2018. Holders of the Notes are not entitled to convert the Notes during the calendar quarter ended December 31, 2018 as the last reported sales price of the Company’s common stock, for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days ending on September 30, 2018, was not greater than or equal to 130% of the conversion price of the Notes on each applicable trading day. On or after February 1, 2022, until the close of business on the second scheduled trading day immediately preceding the maturity date of the Notes, holders of the Notes may convert all or a portion of their Notes regardless of the

foregoing conditions.

The Company may not redeem the Notes prior to the maturity date and no sinking fund is provided for the Notes. Upon the occurrence of a fundamental change prior to the maturity date of the Notes, holders of the Notes may require the Company to repurchase all or a portion of the Notes for cash at a price equal to 100% of the principal amount of the Notes to be repurchased, plus any accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

25

---

Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

If the market price per share of the Common Stock, as measured under the terms of the Notes, exceeds the conversion price of the Notes, the Notes could have a dilutive effect, unless the Company elects, subject to certain conditions, to settle the principal amount of the Notes and any conversion premium in cash.

The initial measurement of convertible debt instruments that may be settled in cash are separated into a debt and equity component whereby the debt component is based on the fair value of a similar instrument that does not contain an equity conversion option. The separate components of debt and equity of the Company's Notes were determined using an interest rate of 5.36%, which reflects the nonconvertible debt borrowing rate of the Company at the date of issuance. As a result, the initial components of debt and equity were \$238.4 million and \$61.6 million, respectively. Financing costs related to the issuance of the Notes were approximately \$9.3 million of which \$7.4 million were allocated to the liability component and are being amortized to interest expense over the term of the debt and \$1.9 million were allocated to the equity component.

In the first nine months of 2018, the Company recorded interest expense on the Notes of \$10.9 million which consisted of \$1.4 million associated with the 0.625% coupon rate, \$8.5 million associated with the accretion of the debt discount, and \$1.0 million associated with the amortization of the debt issuance costs. In the first nine months of 2017, the Company recorded interest expense on the Notes of \$4.7 million which consisted of \$0.6 million associated with the 0.625% coupon rate, \$3.6 million associated with the accretion of the debt discount, and \$0.4 million associated with the amortization of the debt issuance costs. The debt discount is being amortized over the term of the debt.

As of September 30, 2018, the fair value of the Notes is estimated to be approximately \$382.1 million using the Level 1 observable input of the last quoted market price on September 28, 2018.

A summary of the gross carrying amount, unamortized debt cost, debt issuance costs and net carrying value of the liability component of the Notes are as follows (in thousands):

	September 30, December 31,	
	2018	2017
Gross carrying amount	\$ 300,000	\$ 300,000
Unamortized debt discount	46,705	55,202
Debt issuance costs	5,599	6,599
Net carrying amount	\$ 247,696	\$ 238,199

## Convertible Note Hedge and Warrant Transactions

On May 31, 2017, in connection with the issuance of the Notes, the Company entered into Convertible Note Hedge (the "Hedge") and Warrant transactions with respect to the Company's common stock. The Company used approximately \$18.1 million of the net proceeds from the Notes to pay for the cost of the Hedge, after such cost was partially offset by the proceeds from the Warrant transactions.

On May 31, 2017, the Company paid \$61.5 million to the counterparties for the Hedge transactions. The Hedge transactions cover approximately 1.4 million shares of the Company's common stock, the same number of shares initially underlying the Notes, and are exercisable upon any conversion of the Notes. The Hedge Transactions are expected generally to reduce the potential dilution to the Common Stock upon conversion of the Notes and/or offset any cash payments the Company is required to make in excess of the principal amount of the converted Notes, as the case may be, in the event that the market price per share of Common Stock, as measured under the terms of the Hedge transactions, is greater than the strike price of the Hedge transactions, which initially corresponds to the initial conversion price of the Notes, or approximately \$207.63 per share of Common Stock. The Hedge transactions will expire upon the maturity of the Notes.

On May 31, 2017, the Company sold to the counterparties, warrants (the "Warrants") to acquire 1.4 million shares of Common Stock at an initial strike price of \$266.39 per share, which represents a premium of 70% over the reported sale price of the Common Stock of \$156.70 on May 24, 2017. On May 31, 2017, the Company received aggregate

proceeds of approximately \$43.4 million from the sale of the Warrants.

Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

If the market price per share of the Common Stock, as measured under the terms of the Warrants, exceeds the strike price of the Warrants, the Warrants could have a dilutive effect, unless the Company elects, subject to certain conditions, to settle the Warrants in cash.

The Hedge and Warrant transactions are indexed to, and potentially settled in, the Company's common stock and the net cost of \$18.1 million has been recorded as a reduction to additional paid-in capital in the consolidated statement of shareholders' equity.

**Senior Secured Revolving Credit Facility**

On November 21, 2017, the Company's wholly-owned subsidiary, LendingTree, LLC, entered into an amended and restated \$250.0 million five-year senior secured revolving credit facility which matures on November 21, 2022 (the "Revolving Credit Facility"). The Revolving Credit Facility replaced the Company's previous \$125.0 million revolving credit facility. Borrowings under the Revolving Credit Facility can be used to finance working capital needs, capital expenditures and general corporate purposes, including to finance permitted acquisitions. As of September 30, 2018, the Company does not have any borrowings outstanding under the Revolving Credit Facility. See Note 16—Subsequent Events for additional information regarding the Senior Secured Revolving Credit Facility.

Up to \$10.0 million of the Revolving Credit Facility will be available for short-term loans, referred to as swingline loans. Additionally, up to \$10.0 million of the Revolving Credit Facility will be available for the issuance of letters of credit. Under certain conditions, the Company will be permitted to add one or more term loans and/or increase revolving commitments under the Revolving Credit Facility by an additional \$100.0 million, or a greater amount provided that a total consolidated senior secured debt to EBITDA ratio does not exceed 2.50 to 1.00.

The Company's borrowings under the Revolving Credit Facility bear interest at annual rates that, at the Company's option, will be either:

a base rate generally defined as the sum of (i) the greater of (a) the prime rate of SunTrust Bank, (b) the federal funds effective rate plus 0.5% and (c) the LIBO rate (defined below) on a daily basis applicable for an interest period of one month plus 1.0% and (ii) an applicable percentage of 0.25% to 1.0% based on a total consolidated debt to EBITDA ratio; or

a LIBO rate generally defined as the sum of (i) the rate for Eurodollar deposits in the applicable currency and (ii) an applicable percentage of 1.25% to 2.0% based on a total consolidated debt to EBITDA ratio.

All swingline loans bear interest at the base rate defined above. Interest on the Company's borrowings are payable quarterly in arrears for base rate loans and on the last day of each interest rate period (but not less often than three months) for LIBO rate loans.

The Revolving Credit Facility contains a restrictive financial covenant, which initially limits the total consolidated debt to EBITDA ratio to 4.5, with step downs to 4.0 over time, except that this may increase by 0.5 for the four fiscal quarters following a material acquisition. In addition, the Revolving Credit Facility contains customary affirmative and negative covenants in addition to events of default for a transaction of this type that, among other things, restrict additional indebtedness, liens, mergers or certain fundamental changes, asset dispositions, dividends, stock repurchases and other restricted payments, transactions with affiliates, sale-leaseback transactions, hedging transactions, loans and investments and other matters customarily restricted in such agreements. The Company was in compliance with all covenants at September 30, 2018.

The Revolving Credit Facility requires LendingTree, LLC to pledge as collateral, subject to certain customary exclusions, substantially all of its assets, including 100% of its equity in all of its domestic subsidiaries and 66% of the voting equity, and 100% of the non-voting equity, in all of its material foreign subsidiaries (of which there are currently none). The obligations under this facility are unconditionally guaranteed on a senior basis by LendingTree, Inc. and material domestic subsidiaries of LendingTree, LLC, which guaranties are secured by a pledge as collateral, subject to certain customary exclusions, of 100% of each such guarantor's assets, including 100% of each such guarantor's equity in all of its domestic subsidiaries and 66% of the voting equity, and 100% of the non-voting equity,

in all of its material foreign subsidiaries (of which there are currently none).

The Company is required to pay an unused commitment fee quarterly in arrears on the difference between committed amounts and amounts actually borrowed under the Revolving Credit Facility equal to an applicable percentage of 0.25% to 0.45% per annum based on a total consolidated debt to EBITDA ratio. The Company is required to pay a letter of credit participation fee and a letter of credit fronting fee quarterly in arrears. The letter of credit participation fee is based upon the aggregate face amount of

27

---



Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

outstanding letters of credit at an applicable percentage of 1.25% to 2.0% based on a total consolidated debt to EBITDA ratio. The letter of credit fronting fee is 0.125% per annum on the face amount of each letter of credit. In addition to the remaining unamortized debt issuance costs associated with the original revolving credit facility, debt issuance costs of \$1.4 million related to the Revolving Credit Facility are being amortized to interest expense over the life of the Revolving Credit Facility of five years, and are included in prepaid and other current assets and other non-current assets in the Company's consolidated balance sheet.

## NOTE 12—CONTINGENCIES

## Overview

LendingTree is involved in legal proceedings on an ongoing basis. In assessing the materiality of a legal proceeding, the Company evaluates, among other factors, the amount of monetary damages claimed, as well as the potential impact of non-monetary remedies sought by plaintiffs (e.g., injunctive relief) that may require it to change its business practices in a manner that could have a material and adverse impact on the business. With respect to the matters disclosed in this Note 12, unless otherwise indicated, the Company is unable to estimate the possible loss or range of losses that could potentially result from the application of such non-monetary remedies.

As of September 30, 2018, the Company had litigation settlement accruals of \$0.1 million and \$8.0 million in continuing operations and discontinued operations, respectively. As of December 31, 2017, the Company had litigation settlement accruals of \$0.3 million and \$4.0 million in continuing operations and discontinued operations, respectively. The litigation settlement accruals relate to litigation matters that were either settled or a firm offer for settlement was extended, thereby establishing an accrual amount that is both probable and reasonably estimable.

## Specific Matters

## Litigation Related to Discontinued Operations

## Residential Funding Company

Residential Funding Company, LLC v Home Loan Center, Inc., No. 13-cv-3451 (U.S. Dist. Ct., Minn.). On or about December 16, 2013, Home Loan Center, Inc. was served in the above captioned matter. Generally, Residential Funding Company, LLC ("RFC") seeks damages for breach of contract and indemnification for certain residential mortgage loans as well as residential mortgage-backed securitizations ("RMBS") containing mortgage loans. RFC asserts that, beginning in 2008, RFC faced massive repurchase demands and lawsuits from purchasers or insurers of the loans and RMBS that RFC had sold. RFC filed for bankruptcy protection in May 2012. Plaintiff alleges that, after RFC filed for Chapter 11 protection, hundreds of proofs of claim were filed, many of which mirrored the litigation filed against RFC prior to its bankruptcy.

In December 2013, the United States Bankruptcy Court for the Southern District of New York entered an Order confirming the Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official Committee of Unsecured Creditors. Plaintiff then began filing substantially similar complaints against approximately 80 of the loan originators from whom RFC had purchased loans, including Home Loan Center, in federal and state courts in Minnesota and New York. In each case, Plaintiff claims that the defendant is liable for a portion of the global settlement in RFC's bankruptcy.

Plaintiff asserts two claims against HLC: (1) breach of contract based on HLC's alleged breach of representations and warranties concerning the quality and characteristics of the mortgage loans it sold to RFC (Count One); and (2) contractual indemnification for alleged liabilities, losses, and damages incurred by RFC arising out of purported defects in loans that RFC purchased from HSBC and sold to third parties (Count Two). Plaintiff alleges that the "types of defects" contained in the loans it purchased from HLC included "income misrepresentation, employment misrepresentation, appraisal misrepresentations or inaccuracies, undisclosed debt, and missing or inaccurate documents."

HLC filed a Motion to Dismiss under Rule 12(b)(6) of the Federal Rules of Civil Procedure or, in the alternative, a Motion for More Definite Statement under Rule 12(e). On June 25, 2015 the judge denied HLC's motion.

On July 9, 2015, HLC filed its answer to RFC's complaint, denying the material allegations of the complaint and asserting numerous defenses thereto. The parties filed their respective motions for summary judgment in April 2018; oral arguments with respect to the motions for summary judgment were heard in June 2018. Trial began on October 15, 2018. Plaintiff is seeking

28

---

Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

damages of \$44.0 million in this action and plaintiff attorney fees; HLC intends to vigorously defend this action. An estimated liability of \$7.0 million for this matter is included in the accompanying consolidated balance sheet as of September 30, 2018.

Lehman Brothers Holdings, Inc.

Lehman Brothers Holdings Inc. v. 1st Advantage Mortgage, LLC et al., Case No. 08-13555 (SCC), Adversary Proceeding No. 16-01342 (SCC) (Bankr. S.D.N.Y.). In February 2016, Lehman Brothers Holdings, Inc. ("LBHI") filed an Adversary Complaint against Home Loan Center and approximately 149 other defendants (the "Complaint"). The Complaint generally seeks (1) a declaratory judgment that the settlements entered into by LBHI with Fannie Mae and Freddie Mac as part of LBHI's bankruptcy proceedings gave rise to LBHI's contractual indemnification claims against defendants alleged in the Complaint; (2) indemnification from HLC and the other defendants for losses allegedly incurred by LBHI in respect of defective mortgage loans sold by defendants to LBHI or its affiliates; and (3) interest, attorneys' fees and costs incurred by LBHI in the litigation. On March 31, 2017, HLC filed an omnibus motion to dismiss with other defendants. HLC intends to defend this action vigorously. HLC had previously received a demand letter (the "Letter") from LBHI in December 2014 with respect to 64 loans (the "Loans") that LBHI alleges were sold by HLC to Lehman Brothers Bank, FSB ("LBB") between 2004 and 2008 pursuant to a loan purchase agreement (the "LPA") between HLC and LBB. The Letter generally sought indemnification from HLC in accordance with the LPA for certain claims that LBHI alleged it allowed in its bankruptcy with respect to the Loans. An estimated liability of \$1.0 million for this matter is included in the accompanying consolidated balance sheet as of September 30, 2018.

## NOTE 13—FAIR VALUE MEASUREMENTS

Other than the 0.625% Convertible Senior Notes and the Warrants, the carrying amounts of the Company's financial instruments are equal to fair value at September 30, 2018. See Note 11—Debt for additional information on the 0.625% Convertible Senior Notes and the Warrants.

Contingent consideration payments related to acquisitions are measured at fair value each reporting period using Level 3 unobservable inputs. The changes in the fair value of the Company's Level 3 liabilities during the three and nine months ended September 30, 2018 and 2017 are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Contingent consideration, beginning of period	\$15,241	\$46,227	\$57,349	\$23,100
Transfers into Level 3	—	—	—	—
Transfers out of Level 3	—	—	—	—
Total net (gains) losses included in earnings (realized and unrealized)	2,105	2,501	1,197	20,640
Purchases, sales and settlements:				
Additions	—	6,330	5,800	11,318
Payments	(1,000 )	(1,000 )	(48,000 )	(1,000 )
Contingent consideration, end of period	\$16,346	\$54,058	\$16,346	\$54,058

The contingent consideration liability at September 30, 2018 is the estimated fair value of the earnout payments of the DepositAccounts, SnapCap and Ovation acquisitions. The Company will make payments ranging from \$1.0 million to \$5.0 million based on the achievement of defined milestone and performance targets for DepositAccounts, payments ranging from zero to \$9.0 million based on the achievement of certain defined earnings targets for SnapCap, and payments ranging from zero to \$8.75 million based on the achievement of certain defined operating metrics for Ovation. See Note 6—Business Acquisition for additional information on the contingent consideration for each of these respective acquisitions.

The significant unobservable inputs used to calculate the fair value of the contingent consideration are estimated future cash flows for the acquisitions, estimated customer growth rates, estimated date and likelihood of an increase in interest rates and the discount rate. Actual results will differ from the projected results and could have a significant impact on the estimated fair value of the contingent considerations. Additionally, as the liability is stated at present value, the passage of time alone will increase the estimated fair value of the liability each reporting period. Any changes in fair value will be recorded in operating income in the consolidated statements of operations and comprehensive income.

Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## NOTE 14—SEGMENT INFORMATION

The Company has one reportable segment.

Mortgage and non-mortgage product revenue is as follows (in thousands):

	Three Months		Nine Months	
	Ended		Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Mortgage products	\$55,287	\$73,756	\$195,697	\$208,209
Non-mortgage products	141,770	97,738	366,496	248,573
Total revenue	\$197,057	\$171,494	\$562,193	\$456,782

## NOTE 15—DISCONTINUED OPERATIONS

The revenue and net loss reported as discontinued operations in the accompanying consolidated statements of operations and comprehensive income are as follows (in thousands):

	Three Months		Nine Months	
	Ended		Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Revenue	\$—	\$—	\$—	\$(750 )
Loss before income taxes	\$(3,334)	\$(1,555)	\$(11,733)	\$(4,049)
Income tax benefit	700	544	2,464	1,417
Net loss	\$(2,634)	\$(1,011)	\$(9,269 )	\$(2,632)

During the three and nine months ended September 30, 2018 and 2017, loss from discontinued operations was primarily due to litigation settlements and contingencies and legal fees associated with ongoing legal proceedings.

## LendingTree Loans

On June 6, 2012, the Company sold substantially all of the operating assets of its LendingTree Loans business for \$55.9 million in cash to a wholly-owned subsidiary of Discover Financial Services ("Discover"). Discover generally did not assume liabilities of the LendingTree Loans business that arose before the closing date, except for certain liabilities directly related to assets Discover acquired. Of the purchase price received, a portion was deposited in escrow in accordance with the agreement with Discover for certain loan loss obligations that remain with the Company following the sale. During the second quarter of 2018, the remaining funds in escrow were released to the Company in accordance with the terms of the agreement with Discover.

## Significant Assets and Liabilities of LendingTree Loans

Upon closing of the sale of substantially all of the operating assets of the LendingTree Loans business on June 6, 2012, LendingTree Loans ceased to originate consumer loans. Liability for losses on previously sold loans will remain with LendingTree Loans and are discussed below.

## Loan Loss Obligations

LendingTree Loans sold loans it originated to investors on a servicing-released basis, so the risk of loss or default by the borrower was generally transferred to the investor. However, LendingTree Loans was required by these investors to make certain representations and warranties relating to credit information, loan documentation and collateral. These representations and warranties may extend through the contractual life of the loan. Subsequent to the loan sale, if underwriting deficiencies, borrower fraud or documentation defects are discovered in individual loans, LendingTree Loans may be obligated to repurchase the respective loan or indemnify the investors for any losses from borrower defaults if such deficiency or defect cannot be cured within the specified period following discovery.



Table of Contents

## LENDINGTREE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

HLC, a subsidiary of the Company, continues to be liable for these indemnification obligations, repurchase obligations and premium repayment obligations following the sale of substantially all of the operating assets of its LendingTree Loans business in the second quarter of 2012.

The following table represents the aggregate loans sold, subsequent settlements and remaining unsettled loans.

	Number of Loans	Original Issue Balance
	(in thousands)	(in billions)
Loans sold by HLC	234	\$ 38.9
Subsequent settlements	(172 )	(28.8 )
Remaining unsettled balance as of September 30, 2018	62	\$ 10.1

During the fourth quarter of 2015, LendingTree Loans completed a settlement agreement for \$0.6 million with one of the investors to which it had sold loans. This investor accounted for approximately 10% of the total number of loans sold and 12% of the original issue balance. This settlement related to all existing and future losses on loans sold to this investor.

During the fourth quarter of 2014, LendingTree Loans completed a settlement agreement for \$5.4 million with the largest investor to which it had sold loans. This investor accounted for approximately 40% of both the total number of loans sold and the original issue balance. This settlement related to all existing and future losses on loans sold to this investor.

In the second quarter of 2014, LendingTree Loans completed settlements with two buyers of previously purchased loans.

The Company has been negotiating with certain of the remaining secondary market purchasers to settle any existing and future contingent liabilities, but it may not be able to complete such negotiations on acceptable terms, or at all. Because LendingTree Loans does not service the loans it sold, it does not maintain nor generally have access to the current balances and loan performance data with respect to the individual loans previously sold to investors.

Accordingly, LendingTree Loans is unable to determine, with precision, its maximum exposure for breaches of the representations and warranties it made to the investors that purchased such loans.

The Company uses a settlement discount framework for evaluating the adequacy of the reserve for loan losses. This model estimates lifetime losses on the population of remaining loans originated and sold by LendingTree Loans using actual defaults for loans with similar characteristics and projected future defaults. It also considers the likelihood of claims expected due to alleged breaches of representations and warranties made by LendingTree Loans and the percentage of those claims investors estimate LendingTree Loans may agree to repurchase. A settlement discount factor is then applied to the result of the foregoing to reflect publicly-announced bulk settlements for similar loan types and vintages, the Company's own settlement experience, as well as LendingTree Loans' non-operating status, in order to estimate a range of potential obligation.

The estimated range of remaining loan losses using this settlement discount framework was determined to be \$4.3 million to \$7.8 million at September 30, 2018. The reserve balance recorded as of September 30, 2018 was \$7.6 million. Management has considered both objective and subjective factors in the estimation process, but given current general industry trends in mortgage loans as well as housing prices and market expectations, actual losses related to LendingTree Loans' obligations could vary significantly from the obligation recorded as of the balance sheet date or the range estimated above.

Additionally, LendingTree has guaranteed certain loans sold to two investors in the event that LendingTree Loans is unable to satisfy its repurchase and warranty obligations related to such loans.

Edgar Filing: LendingTree, Inc. - Form 10-Q

Based on historical experience, it is anticipated that LendingTree Loans will continue to receive repurchase requests and incur losses on loans sold in prior years.

The activity related to loss reserves on previously sold loans is as follows (in thousands):

	Three Months		Nine Months	
	Ended		Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Loan loss reserve, beginning of period	\$7,554	\$7,554	\$7,554	\$6,804
Provisions	—	—	—	750
Charge-offs to reserves	—	—	—	—
Loan loss reserve, end of period	\$7,554	\$7,554	\$7,554	\$7,554



Table of Contents

LENDINGTREE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The liability for losses on previously sold loans is presented as current liabilities of discontinued operations in the accompanying consolidated balance sheets as of September 30, 2018 and December 31, 2017.

NOTE 16—SUBSEQUENT EVENTS

On October 26, 2018, the Company amended its Revolving Credit Facility maturing on November 21, 2022 to increase its borrowing capacity by \$100.0 million to \$350.0 million. Pricing and other terms and conditions of the Revolving Credit Facility remain unchanged.

On October 31, 2018, the Company acquired QuoteWizard.com, LLC ("QuoteWizard"), one of the largest insurance comparison marketplaces in the growing online insurance advertising market, for \$300.0 million in cash at closing and potential contingent consideration payments of up to \$70.2 million, subject to achieving specific targets. QuoteWizard services clients by driving consumers to insurance companies' websites, providing leads to agents and carriers, as well as phone transfers of consumers into carrier call centers. The acquisition was funded through \$175.0 million of cash on hand and by \$125.0 million drawn on the Company's amended and restated revolving credit facility.

Table of Contents

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Cautionary Statement Regarding Forward-Looking Information

This report contains "forward-looking statements" within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements related to our anticipated financial performance, business prospects and strategy; anticipated trends and prospects in the various industries in which our businesses operate; new products, services and related strategies; and other similar matters. These forward-looking statements are based on management's current expectations and assumptions about future events, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. The use of words such as "anticipates," "estimates," "expects," "projects," "intends," "plans" and "believes," among others, generally identify forward-looking statements.

Actual results could differ materially from those contained in the forward-looking statements. Factors currently known to management that could cause actual results to differ materially from those in forward-looking statements include those matters discussed or referenced in Part II, Item 1A. Risk Factors included elsewhere in this quarterly report and Part I, Item 1A. Risk Factors of the 2017 Annual Report.

Other unknown or unpredictable factors that could also adversely affect our business, financial condition and results of operations may arise from time to time. In light of these risks and uncertainties, the forward-looking statements discussed in this report may not prove to be accurate. Accordingly, you should not place undue reliance on these forward-looking statements, which only reflect the views of LendingTree, Inc.'s management as of the date of this report. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results or expectations, except as required by law.

Company Overview

LendingTree, Inc., is the parent of LendingTree, LLC and several companies owned by LendingTree, LLC.

LendingTree operates what we believe to be the leading online loan marketplace for consumers seeking loans and other credit-based offerings. Our online marketplace provides consumers with access to product offerings from our Network Lenders, including mortgage loans, home equity loans and lines of credit, reverse mortgage loans, auto loans, credit cards, deposit accounts, personal loans, student loans, small business loans and other related offerings. In addition, we offer tools and resources, including free credit scores, that facilitate comparison shopping for these loans, deposits and other credit-based offerings. We seek to match consumers with multiple lenders, who can provide them with competing quotes for the product they are seeking. We also serve as a valued partner to lenders seeking an efficient, scalable and flexible source of customer acquisition with directly measurable benefits, by matching the consumer inquiries we generate with these lenders.

Our My LendingTree platform offers a personalized loan comparison-shopping experience by providing free credit scores and credit score analysis. This platform enables us to observe consumers' credit profiles and then identify and alert them to loan and other credit-based opportunities on our marketplace that may be more favorable than the loans they may have at a given point in time. This is designed to provide consumers with measurable savings opportunities over their lifetimes.

In addition to operating our core mortgage business, we are focused on growing our non-mortgage lending businesses and developing new product offerings and enhancements to improve the experiences that consumers and lenders have as they interact with us. By expanding our portfolio of loans and other product offerings, we are growing and diversifying our business and sources of revenue. We intend to capitalize on our expertise in performance marketing, product development and technology, and to leverage the widespread recognition of the LendingTree brand to effect this strategy.

We believe the consumer and small business financial services industry is in the early stages of a fundamental shift to online product offerings, similar to the shift that started in retail and travel many years ago and is now well established. We believe that like retail and travel, as consumers continue to move towards online shopping and transactions for financial services, suppliers will increasingly shift their product offerings and advertising budgets toward the online channel. We believe the strength of our brands and of our lender network place us in a strong position to continue to benefit from this market shift.

The LendingTree Loans business is presented as discontinued operations in the accompanying consolidated balance sheets, consolidated statements of operations and comprehensive income and consolidated cash flows for all periods presented. Except for the discussion under the heading "Discontinued Operations," the analysis within Management's Discussion and Analysis of Financial Condition and Results of Operations reflects our continuing operations.

Table of Contents

Convertible Senior Notes and Hedge and Warrant Transactions

On May 31, 2017, we issued \$300.0 million aggregate principal amount of our 0.625% Convertible Senior Notes due June 1, 2022 and, in connection therewith, entered into Convertible Note Hedge and Warrant transactions with respect to our common stock. For more information, see Note 11—Debt, in the notes to the consolidated financial statements included elsewhere in this report.

Recent Business Acquisitions

On October 31, 2018, we acquired QuoteWizard.com, LLC ("QuoteWizard"), one of the largest insurance comparison marketplaces in the growing online insurance advertising market, for \$300.0 million in cash at the closing of the transaction and potential contingent consideration payments of up to \$70.2 million through October 2021, subject to achieving specific targets. QuoteWizard services clients by driving consumers to insurance companies' websites, providing leads to agents and carriers, as well as phone transfers of consumers into carrier call centers. This acquisition will establish LendingTree as a leading player in the online insurance advertising industry, while continuing our ongoing diversification within the financial services category.

On July 23, 2018, we acquired Student Loan Hero, Inc. ("Student Loan Hero") for \$60.7 million in cash at the closing of the transaction, subject to post-closing adjustments to working capital, of which \$2.3 million was recognized as severance expense in our consolidated statements of operations and comprehensive income. Student Loan Hero, a personal finance website dedicated to helping student loan borrowers manage their student debt, offers current and former students in-depth financial comparison tools, educational resources, and unbiased, personalized advice. This strategic transaction allows us to scale our student loan business and provide consumers with the tools and resources to better understand their personal finances and make smarter financial decisions.

On June 11, 2018, we acquired Ovation Credit Services, Inc. ("Ovation"), a leading provider of credit services with a strong customer service reputation for \$12.2 million at the closing of the transaction, subject to post-closing adjustments to working capital, and potential contingent consideration payments of up to \$8.75 million through June 2020, subject to achieving specified targets. Ovation utilizes a proprietary software application that facilitates the credit repair process and is integrated directly with certain credit bureaus while educating consumers on credit improvement via ongoing outreach with Ovation case advisors. The proprietary software application offers consumers a simple, streamlined process to identify, dispute, and correct inaccuracies within their credit reports. Ovation's experienced management team, strong credit bureau relationships and customized software platform enable us to help more consumers achieve their original financial goals through the LendingTree platform.

On September 19, 2017, we acquired certain assets of Snap Capital LLC, which does business under the name SnapCap for \$11.9 million in cash at closing and contingent consideration payments of up to \$9.0 million through March 31, 2020, subject to achieving specific targets. SnapCap is a tech-enabled online platform, which connects business owners with lenders offering small business loans, lines of credit and merchant cash advance products through a concierge-based sales approach. We believe that by combining SnapCap's high-touch, high-conversion sales approach with our brand and performance marketing expertise, we can derive substantial revenue synergies and accelerate growth in our small business offering.

On June 20, 2017, we acquired Camino Del Avion (Delaware), LLC, which does business under the name MagnifyMoney for \$29.6 million cash consideration at the closing of the transaction. MagnifyMoney is a leading consumer-facing media property that offers editorial content, expert commentary, tools and resources to help consumers compare financial products and make informed financial decisions. The MagnifyMoney team brings the expertise and infrastructure to expand content creation and distribution across all of our consumer facing brands, improving our presence and efficacy in acquisition channels such as search engine optimization.

On June 14, 2017, we acquired substantially all of the assets of Deposits Online, LLC, which does business under the name DepositAccounts.com ("DepositAccounts") for \$24.0 million in cash at closing and contingent consideration payments of up to \$9.0 million through June 30, 2020, subject to achieving specific targets. DepositAccounts is a leading consumer-facing media property in the depository industry and is one of the most comprehensive sources of depository deals and analysis on the Internet, covering all major deposit product categories through editorial content, programmatic rate tables and user-generated content. This acquisition represents our first offering to address the asset side of the consumer balance sheet.

These acquisitions continue our diversification strategy.

## Table of Contents

### Acquisition of North Carolina Office Properties

In December 2016, we completed the acquisition of two office buildings in Charlotte, North Carolina, for \$23.5 million in cash. The buildings were acquired with the intent to use such buildings as our principal executive offices in the future; any unused space in the buildings may continue to be occupied by tenants. We are re-evaluating our plans for these buildings.

In connection with our proposed expansion in North Carolina, we received a grant from the state that provides up to \$4.9 million in reimbursements over 12 years for investing in real estate and infrastructure in addition to increasing jobs in North Carolina at specific targeted levels through 2020, and maintaining the jobs thereafter. Additionally, the city of Charlotte and the county of Mecklenburg provided a grant that will be paid over five years and is based on a percentage of new property tax we pay on the development.

### Seasonality

Revenue in our lending business is subject to cyclical and seasonal trends. Home sales (and purchase mortgages) typically rise during the spring and summer months and decline during the fall and winter months, while refinancing and home equity activity is principally driven by mortgage interest rates as well as real estate values.

We anticipate revenue in our newer products to be cyclical as well; however, we have limited historical data to predict the nature and magnitude of this cyclicity. Based on industry data, we anticipate as our personal loan product matures we will experience less consumer demand during the fourth and first quarters of each year. We also anticipate less consumer demand for credit cards in the fourth quarter of each year and we anticipate higher consumer demand for deposit accounts in the first quarter of each year. The majority of consumer demand for in-school student loan products occurs in the third quarter coinciding with collegiate enrollment in late summer. Other factors affecting our business include macro factors such as credit availability in the market, interest rates, the strength of the economy and employment.

### Recent Mortgage Interest Rate Trends

Interest rate and market risks can be substantial in the mortgage lead generation business. Short-term fluctuations in mortgage interest rates primarily affect consumer demand for mortgage refinancings, while long-term fluctuations in mortgage interest rates, coupled with the U.S. real estate market, affect consumer demand for new mortgages.

Consumer demand, in turn, affects lender demand for mortgage leads from third-party sources, as well as our own ability to attract online consumers to our website.

Typically, when interest rates decline, we see increased consumer demand for mortgage refinancing, which in turn leads to increased traffic to our website and decreased selling and marketing efforts associated with that traffic. At the same time, lender demand for leads from third-party sources typically decreases, as there are more consumers in the marketplace seeking refinancings and, accordingly, lenders receive more organic mortgage lead volume. Due to lower lender demand, our revenue earned per consumer typically decreases, but with correspondingly lower selling and marketing costs.

Conversely, when interest rates increase, we typically see decreased consumer demand for mortgage refinancing, leading to decreased traffic to our website and higher associated selling and marketing efforts associated with that traffic. At the same time, lender demand for leads from third-party sources typically increases, as there are fewer consumers in the marketplace and, accordingly, the supply of organic mortgage lead volume decreases. Due to high lender demand, we typically see an increase in the amount lenders will pay per matched lead, which often leads to higher revenue earned per consumer. However, increases in the amount lenders will pay per matched lead in this situation is limited by the overall cost models of our lenders, and our revenue earned per consumer can be adversely affected by the overall reduced demand for refinancing in a rising rate environment. These factors combined to cause lower revenue earned per consumer in the third quarter of 2018 compared to the prior year quarter.

We dynamically adjust selling and marketing expenditures in all interest rate environments to optimize our results against these variables.

According to Freddie Mac, 30-year mortgage interest rates have increased steadily during 2018 to a monthly average of 4.63% in September 2018. On a quarterly basis, 30-year mortgage interest rates in the third quarter of 2018 averaged 4.57%, as compared to 3.89% in the third quarter of 2017 and 4.54% in the second quarter of 2018.



Table of Contents

Typically, as mortgage interest rates rise, there are fewer consumers in the marketplace seeking refinancings and, accordingly, the mix of mortgage origination dollars moves towards purchase mortgages. According to Mortgage Bankers Association ("MBA") data, total purchase origination dollars increased to 76% of total mortgage origination dollars in the third quarter of 2018 from 74% in the second quarter of 2018, while total refinance origination dollars decreased to 24% of total mortgage origination dollars in the third quarter of 2018 from 26% in the second quarter of 2018. In the third quarter of 2018, the volume of total refinance origination dollars decreased 26% from the third quarter of 2017 and 6% from the second quarter of 2018.

Looking forward, MBA is projecting 30-year mortgage interest rates to increase through the end of the year.

According to MBA projections, the current mix of mortgage origination dollars will remain relatively consistent in the fourth quarter of 2018 resulting in the refinance share representing approximately 28% for 2018 compared to 35% in 2017.

The U.S. Real Estate Market

The health of the U.S. real estate market and interest rate levels are the primary drivers of consumer demand for new mortgages. Consumer demand, in turn, affects lender demand for purchase mortgage leads from third-party sources. Typically, a strong real estate market will lead to reduced lender demand for leads, as there are more consumers in the marketplace seeking financing and, accordingly, lenders receive more organic lead volume. Conversely, a weaker real estate market will typically lead to an increase in lender demand, as there are fewer consumers in the marketplace seeking mortgages.

According to the National Association of Realtors ("NAR"), low inventory continues to contribute to declining home sales. The NAR expects a decrease of 1.6% in existing home sales in 2018 from 2017.



Table of Contents

## Results of Operations for the Three and Nine Months ended September 30, 2018 and 2017

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2018	2017	\$ Change	% Change	2018	2017	\$ Change	% Change
	(Dollars in thousands)							
Mortgage products	\$55,287	\$73,756	\$(18,469)	(25)%	\$195,697	\$208,209	\$(12,512)	(6)%
Non-mortgage products	141,770	97,738	44,032	45%	366,496	248,573	117,923	47%
Revenue	197,057	171,494	25,563	15%	562,193	456,782	105,411	23%
Costs and expenses:								
Cost of revenue (exclusive of depreciation and amortization shown separately below)	10,838	4,388	6,450	147%	22,577	12,143	10,434	86%
Selling and marketing expense	124,400	118,538	5,862	5%	374,390	320,930	53,460	17%
General and administrative expense	22,980	17,920	5,060	28%	70,553	41,561	28,992	70%
Product development	6,608	4,805	1,803	38%	18,835	12,492	6,343	51%
Depreciation	1,895	1,798	97	5%	5,199	5,309	(110)	(2)%
Amortization of intangibles	5,701	3,817	1,884	49%	13,628	9,034	4,594	51%
Change in fair value of contingent consideration	2,105	2,501	(396)	(16)%	1,197	20,640	(19,443)	(94)%
Severance	2,328	—	2,328	100%	2,331	404	1,927	477%
Litigation settlements and contingencies	(88)	)272	(360)	(132)%	(280)	)961	(1,241)	(129)%
Total costs and expenses	176,767	154,039	22,728	15%	508,430	423,474	84,956	20%
Operating income	20,290	17,455	2,835	16%	53,763	33,308	20,455	61%
Other expense, net:								
Interest expense, net	(2,393)	)(2,804)	)(411)	)(15)%	(8,305)	)(4,048)	)4,257	105%
Other expense	(69)	)(228)	)(159)	)(70)%	(106)	)(215)	)(109)	)(51)%
Income before income taxes	17,828	14,423	3,405	24%	45,352	29,045	16,307	56%
Income tax benefit (expense)	10,534	(4,292)	)14,826	345%	63,716	(3,109)	)66,825	2,149%
Net income from continuing operations	28,362	10,131	18,231	180%	109,068	25,936	83,132	321%
Loss from discontinued operations, net of tax	(2,634)	)(1,011)	)1,623	161%	(9,269)	)(2,632)	)6,637	252%
Net income and comprehensive income	\$25,728	\$9,120	\$16,608	182%	\$99,799	\$23,304	\$76,495	328%

## Revenue

Revenue increased in the third quarter of 2018 compared to the third quarter of 2017 due to an increase in our non-mortgage products of \$44.0 million, partially offset by a decrease in our mortgage products of \$18.5 million. Revenue increased in the first nine months of 2018 compared to the first nine months of 2017 due to an increase in our non-mortgage products of \$117.9 million, partially offset by a decrease in our mortgage products of \$12.5 million. Our non-mortgage products include the following non-mortgage lending products: personal loans, credit cards, home equity loans and lines of credit, reverse mortgage loans, auto loans, small business loans and student loans. Our non-mortgage products also include deposit accounts, home improvement referrals, other credit products such as credit repair and debt settlement, and resale of online advertising to third parties. Many of our non-mortgage products are not individually significant to revenue. The increase in revenue from our non-mortgage products in the third quarter and first nine months of 2018 from the third quarter and first nine months of 2017 is primarily due to increases in our personal loans, credit cards, small business loans, student loans and home equity products. Revenue from our personal loans product increased \$13.1 million to \$38.5 million in the third quarter of 2018 from \$25.4 million in the third quarter of 2017, or 52%, and increased \$37.7 million to \$100.7 million in the first nine

months of 2018 from

37

---

Table of Contents

\$63.0 million in the first nine months of 2017, or 60%, due to increased revenue earned per consumer. Additionally, the number of consumers completing request forms increased as a result of increased lender demand and corresponding increases in selling and marketing efforts.

Revenue from our credit cards product increased \$3.3 million to \$42.7 million in the third quarter of 2018 from \$39.4 million in the third quarter of 2017, or 9%, and increased \$17.5 million to \$127.6 million in the first nine months of 2018 from \$110.1 million in the first nine months of 2017, or 16%, due to increases in click traffic sent to issuers, and increased revenue earned per approval.

For the periods presented, no other non-mortgage product represented more than 10% of revenue, however certain other non-mortgage products experienced notable increases. Revenue from our small business loans product increased by \$5.1 million in the third quarter of 2018 compared to the third quarter of 2017, and increased by \$11.6 million in the first nine months of 2018 compared to the first nine months of 2017, due to increases in the number of consumers seeking business loans, increases in selling and marketing efforts, and increased revenue earned per consumer, primarily due to the acquisition of SnapCap. Revenue from our student loans product increased by \$9.8 million in the third quarter of 2018 compared to the third quarter of 2017, and increased by \$11.5 million in the first nine months of 2018 compared to the first nine months of 2017, due to increased consumers and increased revenue earned per consumer, partially due to the acquisition of Student Loan Hero. Revenue from our home equity product increased by \$2.5 million in the third quarter of 2018 compared to the third quarter of 2017, and increased by \$15.1 million in the first nine months of 2018 compared to the first nine months of 2017, due to increases in the number of consumers completing request forms as a result of increases in lender coverage and lender demand, and corresponding increases in selling and marketing efforts, partially offset by decreased revenue earned per consumer.

We believe the market for our non-mortgage products remains under-penetrated and we believe long-term growth prospects are strong for non-mortgage products. We expect increases in revenue for non-mortgage products in future periods due to insurance product revenue from our acquisition of QuoteWizard.

Revenue from our mortgage products decreased in the third quarter of 2018 compared to the third quarter of 2017 primarily due to a decrease in revenue from our refinance product of \$18.7 million. The decrease in revenue from our refinance product in the third quarter of 2018 compared to the third quarter of 2017 is due to a decrease in the number of consumers completing request forms as a result of fewer consumers seeking refinancing in a period of rising interest rates, as well as a decrease in revenue earned per consumer. Revenue from our mortgage products decreased in the first nine months of 2018 compared to the first nine months of 2017 due to a decrease in revenue from our refinance product of \$18.3 million, partially offset by an increase in revenue from our purchase product of \$5.8 million. The decrease in revenue from our refinance product in the first nine months of 2018 compared to the first nine months of 2017 is primarily due to a decrease in the number of consumers completing request forms as a result of fewer consumers seeking refinancing in a period of rising interest rates, partially offset by an increase in revenue earned per consumer. Revenue from our purchase product increased in the first nine months of 2018 compared to the first nine months of 2017 primarily due to an increase in revenue earned per consumer.

#### Cost of revenue

Cost of revenue consists primarily of costs associated with compensation and other employee-related costs (including stock-based compensation) relating to internally-operated customer call centers, third-party customer call center fees, costs for online advertising resold to third parties, credit scoring fees, credit card fees, website network hosting and server fees.

Cost of revenue increased in the third quarter of 2018 from the third quarter of 2017, primarily due to an increase of \$3.6 million for the cost of resold advertising space, an increase of \$2.0 million in compensation and benefits as a result of increases in headcount and an increase of \$0.6 million in credit scoring fees.

Cost of revenue as a percentage of revenue increased to 6% in the third quarter of 2018 compared to 3% in the third quarter of 2017 due to the items above.

Cost of revenue increased in the first nine months of 2018 from the first nine months of 2017, primarily due to an increase of \$3.6 million for the cost of resold advertising space, an increase of \$3.9 million in compensation and benefits as a result of increases in headcount, an increase of \$1.5 million in credit scoring fees and an increase of \$1.0 million in website network hosting and server fees.

Cost of revenue as a percentage of revenue increased to 4% in the first nine months of 2018 compared to 3% in the first nine months of 2017 due to the items above.

38

---

Table of Contents

We expect increases in cost of revenue in future periods due to our acquisition of QuoteWizard.

#### Selling and marketing expense

Selling and marketing expense consists primarily of advertising and promotional expenditures and compensation and other employee-related costs (including stock-based compensation) for personnel engaged in sales or marketing functions. Advertising and promotional expenditures primarily include online marketing, as well as television, print and radio spending. Advertising production costs are expensed in the period the related ad is first run.

The increase in selling and marketing expense in the third quarter and first nine months of 2018 compared to the third quarter and first nine months of 2017 were primarily due to increases in advertising and promotional expense of \$4.2 million and \$45.2 million, respectively, as discussed below.

Selling and marketing expense also increased in the third quarter and first nine months of 2018 compared to the third quarter and first nine months of 2017 due to increases in compensation and benefits of \$1.7 million and \$8.3 million, respectively, as a result of increases in headcount.

Advertising and promotional expense is the largest component of selling and marketing expense, and is comprised of the following:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2018	2017	\$ Change	% Change	2018	2017	\$ Change	% Change
	(Dollars in thousands)							
Online	\$112,223	\$98,080	\$14,143	14 %	\$336,932	\$271,531	\$65,401	24 %
Broadcast	2,472	12,372	(9,900 )	(80 )%	5,907	29,776	(23,869 )	(80 )%
Other	1,935	1,968	(33 )	(2 )%	8,194	4,575	3,619	79 %
Total advertising expense	\$116,630	\$112,420	\$4,210	4 %	\$351,033	\$305,882	\$45,151	15 %

Revenue is driven by lender demand for our products, which is matched to corresponding consumer loan requests. We adjust our selling and marketing expenditures dynamically in relation to anticipated revenue opportunities in order to ensure sufficient consumer inquiries to profitably meet lender demand. An increase in a product's revenue is generally met by a corresponding increase in marketing spend, and conversely a decrease in a product's revenue is generally met by a corresponding decrease in marketing spend. This relationship exists for both mortgage and non-mortgage products.

We increased our advertising expenditures in the third quarter and first nine months of 2018 compared to the third quarter and first nine months of 2017 in order to generate additional consumer inquiries to meet the increased demand of lenders on our marketplace. We will continue to adjust selling and marketing expenditures dynamically in relation to anticipated revenue opportunities.

We expect increases in selling and marketing expense in future periods due to our acquisition of QuoteWizard.

#### General and administrative expense

General and administrative expense consists primarily of compensation and other employee-related costs (including stock-based compensation) for personnel engaged in finance, legal, tax, corporate information technology, human resources and executive management functions, as well as facilities and infrastructure costs and fees for professional services.

General and administrative expense increased in the third quarter of 2018 from the third quarter of 2017, and in the first nine months of 2018 from the first nine months of 2017, primarily due to increases in compensation and benefits of \$4.1 million and \$22.9 million, respectively, as a result of increases in headcount and long-term equity awards granted to our Chairman and Chief Executive Officer in the third quarter of 2017 and in the first quarter of 2018, which awards have both time and significant performance-based vesting conditions. We also granted long-term equity awards to certain members of our leadership team in the fourth quarter of 2017 and in the first quarter of 2018. For additional information regarding the awards granted to our Chairman and Chief Executive Officer, see Note 9—Stock-Based Compensation in the notes to the consolidated financial statements included elsewhere in this report. Non-cash compensation expense is excluded from Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization ("Adjusted EBITDA"), as discussed below. In addition, the results of operations for the first nine months of 2018 includes a charge of \$1.6 million incurred during the second quarter of 2018 due to the write-off of

certain fixed assets.

39

---

## Table of Contents

General and administrative expense as a percentage of revenue increased to 12% in the third quarter of 2018 compared to 10% in the third quarter of 2017, and increased to 13% in the first nine months of 2018 compared to 9% in the first nine months of 2017, due to the items above.

We expect increases in general and administrative expense in future periods due to our acquisition of QuoteWizard.

### Product development

Product development expense consists primarily of compensation and other employee-related costs (including stock-based compensation) and third-party labor costs that are not capitalized, for employees and consultants engaged in the design, development, testing and enhancement of technology.

Product development expense increased in the third quarter and first nine months of 2018 compared to the third quarter and first nine months of 2017, as we continued to invest in internal development of new and enhanced features, functionality and business opportunities that we believe will enable us to better and more fully serve consumers and lenders.

We expect increases in product development expense in future periods due to our acquisition of QuoteWizard.

### Amortization of intangibles

Amortization of intangibles increased in the third quarter and first nine months of 2018 compared to the third quarter and first nine months of 2017 primarily due to intangible assets associated with our business acquisitions in 2017 and 2018.

We expect increases in amortization of intangibles in future periods due to our acquisition of QuoteWizard.

### Contingent consideration

During the third quarter of 2018, we recorded \$2.1 million of contingent consideration expense due to adjustments in the estimated fair value of the earnout payments related to the DepositAccounts, SnapCap and Ovation acquisitions.

During the first nine months of 2018, we recorded \$1.2 million of contingent consideration expense due to adjustments in the estimated fair value of the earnout payments related to the CompareCards, DepositAccounts, SnapCap and Ovation acquisitions.

During the third quarter and first nine months of 2017, we recorded \$2.5 million and \$20.6 million, respectively, of contingent consideration expense due to an adjustment in the estimated fair value of the earnout payments related to the CompareCards and DepositAccounts acquisitions. The contingent consideration expense for the CompareCards acquisition was \$1.9 million and \$20.0 million, respectively, in the third quarter and first nine months of 2017, due to an increased probability of achievement of certain defined earning targets for CompareCards.

### Income tax expense

For the third quarter and first nine months of 2018, the effective tax rate varied from the federal statutory rate of 21% primarily due to a tax benefit of \$14.3 million and \$75.2 million, respectively, recognized for excess tax benefits due to employee exercises of stock options and vesting of restricted stock in accordance with ASU 2016-09 and the effect of state taxes.

For the third quarter and first nine months of 2017, the effective tax rate varied from the federal statutory rate of 35% primarily due to a tax benefit of \$0.8 million and \$8.4 million, respectively, recognized for excess tax benefits due to employee exercises of stock options and vesting of restricted stock in accordance with ASU 2016-09.

There have been no changes to our valuation allowance assessment for the third quarter of 2018.

### Discontinued operations

Losses from discontinued operations are attributable to losses associated with the LendingTree Loans business, the sale of which was completed on June 6, 2012. Losses from discontinued operations were primarily due to litigation settlements and contingencies and legal fees associated with ongoing legal proceedings.

### Adjusted EBITDA

We report Adjusted EBITDA as a supplemental measure to GAAP. This measure is the primary metric by which we evaluate the performance of our businesses, on which our marketing expenditures and internal budgets are based and by which management

Table of Contents

and many employees are compensated. We believe that investors should have access to the same set of tools that we use in analyzing our results. This non-GAAP measure should be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for or superior to GAAP results. We provide and encourage investors to examine the reconciling adjustments between the GAAP and non-GAAP measures discussed below.

**Definition of Adjusted EBITDA**

We report Adjusted EBITDA as net income from continuing operations adjusted to exclude interest, income tax, amortization of intangibles and depreciation, and to further exclude (1) non-cash compensation expense, (2) non-cash impairment charges, (3) gain/loss on disposal of assets, (4) restructuring and severance expenses, (5) litigation settlements and contingencies and legal fees for certain patent litigation, (6) acquisitions and dispositions income or expense (including with respect to changes in fair value of contingent consideration) and (7) one-time items. Adjusted EBITDA has certain limitations in that it does not take into account the impact to our statement of operations of certain expenses, including depreciation, non-cash compensation and acquisition-related accounting. We endeavor to compensate for the limitations of the non-GAAP measures presented by also providing the comparable GAAP measures with equal or greater prominence and descriptions of the reconciling items, including quantifying such items, to derive the non-GAAP measures. These non-GAAP measures may not be comparable to similarly titled measures used by other companies.

**One-Time Items**

Adjusted EBITDA is adjusted for one-time items, if applicable. Items are considered one-time in nature if they are non-recurring, infrequent or unusual and have not occurred in the past two years or are not expected to recur in the next two years, in accordance with SEC rules. For the periods presented in this report, there are no adjustments for one-time items.

**Non-Cash Expenses that are Excluded from Adjusted EBITDA**

Non-cash compensation expense consists principally of expense associated with grants of restricted stock, restricted stock units and stock options, some of which awards have performance-based vesting conditions. These expenses are not paid in cash, and we include the related shares in our calculations of fully diluted shares outstanding. Upon settlement of restricted stock units, exercise of certain stock options or vesting of restricted stock awards, the awards may be settled, on a net basis, with us remitting the required tax withholding amount from our current funds. Amortization of intangibles are non-cash expenses relating primarily to intangible assets acquired through acquisitions. At the time of an acquisition, the intangible assets of the acquired company, such as purchase agreements, technology and customer relationships, are valued and amortized over their estimated lives.



Table of Contents

The following table is a reconciliation of net income from continuing operations to Adjusted EBITDA (in thousands).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income from continuing operations	\$28,362	\$10,131	\$109,068	\$25,936
Adjustments to reconcile to Adjusted EBITDA:				
Amortization of intangibles	5,701	3,817	13,628	9,034
Depreciation	1,895	1,798	5,199	5,309
Severance	2,328	—	2,331	404
Loss on impairments and disposal of assets	97	364	1,986	673
Non-cash compensation	12,097	7,938	34,384	13,068
Change in fair value of contingent consideration	2,105	2,501	1,197	20,640
Acquisition expense	765	320	1,452	1,357
Litigation settlements and contingencies	(88 )	272	(280 )	961
Interest expense, net	2,393	2,804	8,305	4,048
Rental depreciation and amortization of intangibles	158	486	554	1,011
Income tax (benefit) expense	(10,534 )	4,292	(63,716 )	3,109
Adjusted EBITDA	\$45,279	\$34,723	\$114,108	\$85,550

## Financial Position, Liquidity and Capital Resources

## General

As of September 30, 2018, we had \$265.2 million of cash and cash equivalents and an immaterial amount of restricted cash and cash equivalents, compared to \$368.6 million of cash and cash equivalents and \$4.1 million of restricted cash and cash equivalents as of December 31, 2017.

In July 2018, we acquired Student Loan Hero for \$60.7 million in cash at the closing of the transaction, subject to post-closing adjustments to working capital, of which \$2.3 million was recognized as severance expense in our consolidated statements of operations and comprehensive income.

In June 2018, we acquired Ovation for \$12.2 million in cash at closing, subject to post-closing adjustments to working capital, and potential future contingent consideration payments of up to \$8.75 million through June 30, 2020, subject to achieving specified targets.

During the first nine months of 2018, we purchased an aggregate of 205,310 shares of our common stock pursuant to a stock repurchase program for \$57.2 million, of which we paid \$55.9 million during the period. Additionally, we paid \$1.1 million in the first quarter of 2018 related to common stock repurchased in the fourth quarter of 2017.

In May 2017, we issued \$300.0 million of our 0.625% Convertible Senior Notes for net proceeds of \$290.7 million. We used approximately \$18.1 million of the net proceeds to enter into Convertible Note Hedge and Warrant transactions.

In September 2017, we acquired certain assets of SnapCap for \$11.9 million in cash at closing and potential future contingent consideration payments of up to \$9.0 million through March 31, 2020, subject to achieving specified targets.

In June 2017, we acquired MagnifyMoney for \$29.6 million cash consideration at the closing of the transaction.

In June 2017, we acquired substantially all of the assets of DepositAccounts for \$24.0 million in cash at closing and potential future contingent consideration payments of up to \$9.0 million through June 30, 2020, subject to achieving specified targets. We made a contingent consideration payment of \$1.0 million in the third quarter of 2017. In 2018, we made contingent consideration payments of \$1.0 million in each of the first, second and third quarters of 2018, as well as a \$1.0 million payment in October 2018.

Table of Contents

In November 2016, we acquired CompareCards for \$80.7 million in cash at closing and potential future contingent consideration payments of up to \$22.5 million for each of 2017 and 2018, subject to achieving specified targets. We made the initial \$22.5 million earnout payment in the first quarter of 2018 and paid the remaining \$22.5 million earnout in the second quarter of 2018, of which \$21.9 million is included within cash flows from operating activities on the consolidated statement of cash flows for the first nine months of 2018.

In October 2018, we acquired QuoteWizard for \$300.0 million in cash at closing of the transaction. The acquisition was funded through \$175.0 million of cash on hand and by \$125.0 million drawn on our amended and restated revolving credit facility.

We expect our cash and cash equivalents and cash flows from operations to be sufficient to fund our operating needs for the next twelve months and beyond. Our amended and restated revolving credit facility described below is an additional potential source of liquidity.

**Senior Secured Revolving Credit Facility**

On October 26, 2018, we amended our five-year senior secured revolving credit facility which matures on November 21, 2022 (the "Revolving Credit Facility") to increase its borrowing capacity by \$100.0 million to \$350.0 million. Borrowings under the Revolving Credit Facility can be used to finance working capital needs, capital expenditures and general corporate purposes, including to finance permitted acquisitions. As of November 2, 2018, we have \$125.0 million of borrowings under the Revolving Credit Facility.

**Cash Flows from Continuing Operations**

Our cash flows attributable to continuing operations are as follows:

	Nine Months Ended September 30,	
	2018	2017
	(in thousands)	
Net cash provided by operating activities	\$60,227	\$65,083
Net cash used in investing activities	(79,793 )	(72,322 )
Net cash (used in) provided by financing activities	(80,482 )	263,710

**Cash Flows from Operating Activities**

Our largest source of cash provided by our operating activities is revenues generated by our mortgage and non-mortgage products. Our primary uses of cash from our operating activities include advertising and promotional payments. In addition, our uses of cash from operating activities include compensation and other employee-related costs, other general corporate expenditures, litigation settlements and contingencies, certain contingent consideration payments and income taxes.

Net cash provided by operating activities attributable to continuing operations decreased in the first nine months of 2018 from the first nine months of 2017 due to the \$21.9 million portion of the CompareCards earnout payment made in the second quarter of 2018 in excess of the contingent consideration liability recognized at the acquisition date, the \$2.3 million of severance expense recognized upon closing of the Student Loan Hero acquisition, an increase in selling and marketing expense, and a net decrease in cash from changes in working capital primarily driven by changes in accounts payable, accrued expenses and other current liabilities. This was partially offset by the increase in revenue in the first nine months of 2018 from the first nine months of 2017.

**Cash Flows from Investing Activities**

Net cash used in investing activities attributable to continuing operations in the first nine months of 2018 of \$79.8 million consisted primarily of the acquisition of Student Loan Hero and Ovation for \$57.4 million and \$11.7 million, respectively, net of cash acquired, and capital expenditures of \$10.6 million primarily related to internally developed software.

Net cash used in investing activities attributable to continuing operations in the first nine months of 2017 of \$72.3 million consisted primarily of the acquisition of MagnifyMoney for \$29.5 million, net of cash acquired, the acquisition of DepositAccounts for \$25.0 million, the acquisition of SnapCap for \$11.9 million and capital expenditures of \$5.9 million related to internally developed software.



Table of Contents

Cash Flows from Financing Activities

Net cash used in financing activities attributable to continuing operations in the first nine months of 2018 of \$80.5 million consisted primarily of \$26.6 million of contingent consideration payments for CompareCards, DepositAccounts and SimpleTuition and \$57.0 million for the repurchase of our stock.

Net cash provided by financing activities attributable to continuing operations in the first nine months of 2017 of \$263.7 million consisted primarily of \$300.0 million of gross proceeds from the issuance of convertible senior notes and \$43.4 million of proceeds from the sale of warrants in connection with the convertible senior notes, partially offset by \$61.5 million for the payment of convertible note hedge transactions, \$9.3 million for the payment of convertible senior note issuance costs and \$10.0 million for the repurchase of our stock.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements other than our operating lease obligations and funding commitments pursuant to our surety bonds, none of which have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

New Accounting Pronouncements

For information regarding new accounting pronouncements, see Note 2—Significant Accounting Policies, in Part I, Item 1 Financial Statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Other than our Revolving Credit Facility, we do not have any financial instruments that are exposed to significant market risk. We maintain our cash and cash equivalents in bank deposits and short-term, highly liquid money market investments. A hypothetical 100-basis point increase or decrease in market interest rates would not have a material impact on the fair value of our cash equivalents securities, or our earnings on such cash equivalents, but would have an effect on the interest paid on borrowings under the Revolving Credit Facility, if any. As of November 2, 2018, there was \$125.0 million borrowed under the Revolving Credit Facility. Increases in the Federal Funds interest rates may also affect contingent consideration payable to DepositAccounts. See Note 6—Business Acquisition—Changes in Contingent Consideration—DepositAccounts in Part I, Item 1. Financial Statements.

Fluctuations in interest rates affect consumer demand for new mortgages and the level of refinancing activity which, in turn, affects lender demand for mortgage leads. Typically, when interest rates decline, we see increased consumer demand for mortgage refinancing, which in turn leads to increased traffic to our website and decreased selling and marketing efforts associated with that traffic. At the same time, lender demand for leads from third-party sources typically decreases, as there are more consumers in the marketplace seeking refinancings and, accordingly, lenders receive more organic lead volume. Due to lower lender demand, our revenue earned per consumer typically decreases but with correspondingly lower selling and marketing costs. Conversely, when interest rates increase, we typically see decreased consumer demand for mortgage refinancing, leading to decreased traffic to our website and higher associated selling and marketing efforts associated with that traffic. At the same time, lender demand for leads from third-party sources typically increases, as there are fewer consumers in the marketplace and, accordingly, the supply of organic mortgage lead volume decreases. Due to high lender demand, we typically see an increase in the amount lenders will pay per matched lead, which often leads to higher revenue earned per consumer. However, increases in the amount lenders will pay per matched lead in this situation is limited by the overall cost models of our lenders, and our revenue earned per consumer can be adversely affected by the overall reduced demand for refinancing in a rising rate environment. See also the risk factor "Adverse conditions in the primary and secondary mortgage markets, as well as the general economy, could materially and adversely affect our business, financial condition and results of operations," in Part I, Item 1A (Risk Factors) in our 2017 Annual Report.

Table of Contents

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), management, with the participation of our principal executive officer (our Chief Executive Officer) and principal financial officer (our Chief Financial Officer), evaluated, as of the end of the period covered by this report, the effectiveness of our disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective, as of September 30, 2018, to reasonably ensure that information required to be disclosed and filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified, and that management will be timely alerted to material information required to be included in our periodic reports filed with the Securities and Exchange Commission.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the quarter ended September 30, 2018 that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

Table of Contents

## PART II—OTHER INFORMATION

## Item 1. Legal Proceedings

In the ordinary course of business, we are party to litigation involving property, contract, intellectual property and a variety of other claims. The amounts that may be recovered in such matters may be subject to insurance coverage. We have provided information about certain legal proceedings in which we are involved in Part I, Item 3. Legal Proceedings of our 2017 Annual Report and updated that information in Note 12—Contingencies to the consolidated financial statements included elsewhere in this report.

## Item 1A. Risk Factors

There have been no material changes to the risk factors included in Part I, Item 1A. Risk Factors of our 2017 Annual Report.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

## Issuer Purchases of Equity Securities

In each of January 2010, May 2014, January 2016, February 2016 and February 2018, the board of directors authorized and we announced a stock repurchase program which allowed for the repurchase of up to \$10.0 million, \$10.0 million, \$50.0 million, \$40.0 million and \$100.0 million, respectively, of our common stock. Under this program, we can repurchase stock in the open market or through privately-negotiated transactions. We have used available cash to finance these repurchases. We will determine the timing and amount of any additional repurchases based on our evaluation of market conditions, applicable SEC guidelines and regulations, and other factors. This program may be suspended or discontinued at any time at the discretion of our board of directors. During the quarter ended September 30, 2018, 48,579 shares of common stock were repurchased under the stock repurchase program. As of October 26, 2018, approximately \$45.2 million remains authorized for share repurchase.

Additionally, the LendingTree Fifth Amended and Restated 2008 Stock and Award Incentive Plan and the LendingTree 2017 Inducement Grant Plan allow employees to forfeit shares of our common stock to satisfy federal and state withholding obligations upon the exercise of stock options, the settlement of restricted stock unit awards and the vesting of restricted stock awards granted to those individuals under the plans. During the quarter ended September 30, 2018, 2,156 shares were purchased related to these obligations under the LendingTree Fifth Amended and Restated 2008 Stock and Award Incentive Plan and no shares have yet been purchased related to these obligations under the LendingTree 2017 Inducement Grant Plan. The withholding of those shares does not affect the dollar amount or number of shares that may be purchased under the stock repurchase program described above.

The following table provides information about the company's purchases of equity securities during the quarter ended September 30, 2018.

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs (in thousands)
7/1/18 - 7/31/18	635	\$ 238.82	—	\$ 81,745
8/1/18 - 8/31/18	14,968	\$ 232.87	13,600	\$ 78,592
9/1/18 - 9/30/18	35,132	\$ 229.51	34,979	\$ 70,565
Total	50,735	\$ 230.62	48,579	\$ 70,565

(1) During July 2018, August 2018 and September 2018, 635 shares, 1,368 shares and 153 shares, respectively (totaling 2,156 shares), were purchased to satisfy federal and state withholding obligations of our employees upon the settlement of restricted stock units and restricted stock awards, all in accordance with our Fifth Amended and Restated 2008 Stock and Award Incentive Plan, as described above.

(2) See the narrative disclosure above the table for further description of our publicly announced stock repurchase program.



Table of Contents

Item 5. Other Information

None.

47

---



Table of Contents

## Item 6. Exhibits

Exhibit	Description	Location
3.1	<u>Amended and Restated Certificate of Incorporation of LendingTree, Inc.</u>	Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed August 25, 2008
3.2	<u>Fourth Amended and Restated By-laws of LendingTree, Inc.</u>	Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed November 15, 2017
31.1	<u>Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>	†
31.2	<u>Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>	†
32.1	<u>Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>	††
32.2	<u>Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>	††
101.INS	XBRL Instance Document	†††
101.SCH	XBRL Taxonomy Extension Schema Document	†††
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	†††
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	†††
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	†††
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	†††

† Filed herewith

†† This certification is being furnished solely to accompany this report pursuant to 18 U.S.C. 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934 and is not to be incorporated by reference into any filing of the registrant, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

††† Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

Table of Contents

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 2, 2018

LENDINGTREE, INC.

By: /s/ J.D. MORIARTY

J.D. Moriarty

Chief Financial Officer

(principal financial officer and duly authorized officer)